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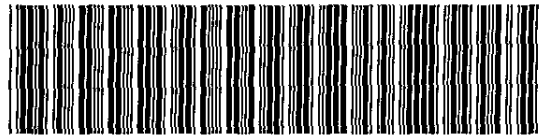
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SMITH APR 15 2003



ACCOUNT NO. : 072100000032

REFERENCE : 043300 165845A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : April 15, 2003

ORDER TIME : 11:25 AM

ORDER NO. : 043300-005

CUSTOMER NO: 165845A

CUSTOMER: Paul A. Koprowski, Cpa
Paul A. Koprowski, Cpa

Suite 224
10031 Pines Boulevard
Pembroke Pines, FL 33024

DOMESTIC FILING

NAME: BLUWATER CREATIVE GROUP, INC.

EFFECTIVE DATE: _____

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
BLUWATER CREATIVE GROUP, INC.

03 APR 15 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I
NAME

The name of this corporation is BLUWATER CREATIVE GROUP, INC.

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of these Articles of Incorporation. This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial office of this corporation is BLUWATER CREATIVE GROUP, INC., 906 N.W. 100th Avenue, Pembroke Pines, FL 33024. The name of the initial registered agent of this corporation is Paul A. Koprowski whose address is 10031 Pines Boulevard #224, Pembroke Pines, Florida 33024.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| James R. Brodmerkel II | 906 N.W. 100th Avenue Pembroke Pines, FL 33024 |

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Paul A. Koprowski | 10031 Pines Boulevard #224 Pembroke Pines, Florida 33024 |

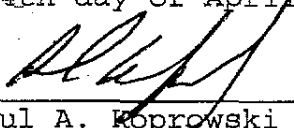
ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of April, 2003.

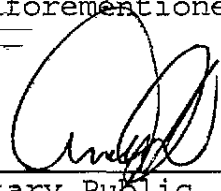


Paul A. Koprowski

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Paul A. Koprowski, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforementioned, this 14th day of April, 2003.



Notary Public, State of Florida

My commission expires: *January 27, 2006*



Andres Rey
My Commission DD087085
Expires January 27 2006


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said Sections:

BLUWATER CREATIVE GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in the City of Pembroke Pines, County of Broward, State of Florida, has named Paul A. Koprowski, 10031 Pines Boulevard #224, Pembroke Pines, Florida 33024 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.



Paul A. Koprowski
Registered Agent

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03 APR 15 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA