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FRANK • WEINBERG • BLACK, P.L

STEVEN C. ELKIN E-mail: <u>selkin@fwblaw.net</u>

May 28, 2003

Via Federal Express

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Bluewater Groves, Inc.

My File No.: 8275.001

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation of the above-referenced corporation, as well as a check in the amount of \$78.75 representing the filing fee. Please file the Articles of Incorporation and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not he sitate to contact me. Thank you.

Very truly yours,

Steven C. Elkin For the Firm

SCE/ajl Enclosures

cc: David Weiss (w/encl., via U.S. Mail)

ARTICLES OF INCORPORATION OF BLUEWATER GROVES, INC.

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I NAME

The name of this Corporation is:

Bluewater Groves, Inc.

ARTICLE II PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

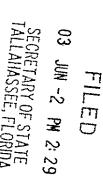
ARTICLE IV PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this Corporation is:

8751 W. Broward Boulevard, Suite 209 Plantation, FL 33324

Prepared by:

Steven C. Elkin, Esq. Bar No. 712566 Frank, Weinberg & Black, P.L. 7805 S.W. 6th Court Plantation, FL 33324 (954) 474-8000



ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

David Weiss 8751 W. Broward Boulevard, Suite 209 Plantation, FL 33324

ARTICLE VI INCORPORATOR

The name and street address of the Incorporator is:

David Weiss 8751 W. Broward Boulevard, Suite 209 Plantation, FL 33324 03 JUN -2 PM 2: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII AMENDMENT

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 28th day of May, 2003.

David Weiss, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

David Weiss, Registered Agent