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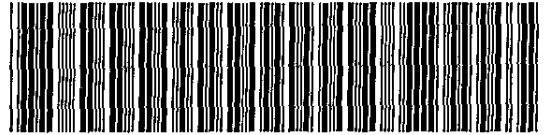
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gregory H. Fisher P.A.

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October 29, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bluewater Subs, Inc.

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03 OCT 31 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation;
Designation of Place of Business and Appointment of Resident Agent;
Check in the amount of \$78.75;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,



Gregory H. Fisher

GHF:bh
Enclosures

ARTICLES OF INCORPORATION
OF
BLUEWATER SUBS, INC.

ARTICLE I

NAME

The name of this corporation is Bluewater Subs, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 1000 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

ARTICLE V

ADDRESS

The initial registered office of this corporation is 339 7th Avenue North, Tierra Verde, FL 33715. The principal office and the name of the initial registered agent at such address is Louis Wycoff, 339 7th Avenue North, Tierra Verde, FL 33715.

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TALLAHASSEE, FLORIDA

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation shall begin business shall be \$100.00.

ARTICLE VII

DIRECTORS AND OFFICERS

The number of directors of the corporation shall be 1 in number which may be increased by vote of the shareholders but shall never be less than 1 nor more than 4. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

	<u>Name</u>	<u>Shares</u>
President and Director:	Louis Wycoff	100
Vice President:		
Secretary:		
Treasurer:		

ARTICLE VIII

SUBSCRIBERS

The names and address of the incorporator of this corporation is as follows:

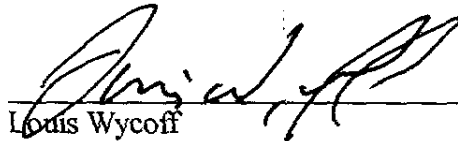
Louis Wycoff
339 7th Avenue North, Tierra Verde, FL 33715

ARTICLE IX

BY-LAWS

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 29 day of October, 2003.

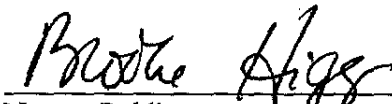

Louis Wycoff

STATE OF FLORIDA

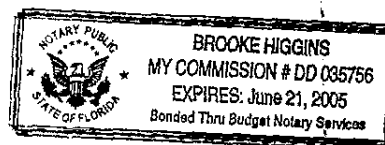
COUNTY OF PINELLAS

Before my personally appeared Louis Wycoff who produced the following type of identification: FL DL, or to me well known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 29 day of October, 2003.


Notary Public
State of Florida

My Commission Expires:

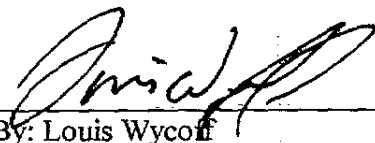


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

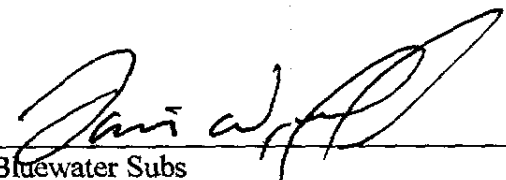
That Bluewater Subs, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Pinellas, State of Florida has named Louis Wycoff, 339 7th Avenue North, Tierra Verde, FL 33715, as its agent to accept process within this state.

Bluewater Subs


By: Louis Wycoff
President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated 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 Act relative to keeping open said office.


Bluewater Subs

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