

**Electronic Articles of Incorporation
For**

P04000096361
FILED
June 24, 2004
Sec. Of State
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AQUAPHORIA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AQUAPHORIA, INC.

Article II

The principal place of business address:

4233 S.W. 75 AVENUE
MIAMI, FL. 33155

The mailing address of the corporation is:

4233 S.W. 75 AVENUE
MIAMI, FL. 33155

Article III

The purpose for which this corporation is organized is:

ANY AND ALL RETAIL.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

DAVID A BROWN III
4233 S.W. 75 AVENUE
MIAMI, FL. 33155

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DAVID A. BROWN, III

Article VI

The name and address of the incorporator is:

DAVID A. BROWN, III
4233 S.W. 75 AVENUE
MIAMI, FLORIDA 33155

Incorporator Signature: DAVID A. BROWN, III

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID A BROWN III
4233 S.W. 75 AVENUE
MIAMI, FL. 33155

Title: VP
DAVID A BROWN III
4233 S.W. 75 AVENUE
MIAMI, FL. 33155

Title: TREA
DAVID A BROWN III
4233 S.W. 75 AVENUE
MIAMI, FL. 33155

Title: SEC
CHRISTINA BROWN
4233 S.W. 75 AVENUE
MIAMI, FL. 33155

Article VIII

The effective date for this corporation shall be:

06/24/2004