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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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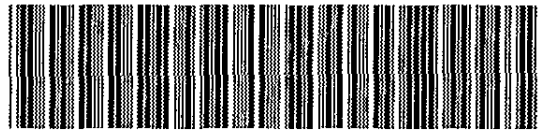
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07/07/04--01028--005 **78.75

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TALLAHASSEE, FL 32302

68-03

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

June 30, 2004

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

RE: WATERPROOF CONSULTING, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$78.75 representing the following:

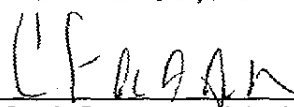
| | |
|---|----------|
| Filing Fee | \$ 35.00 |
| Certificate Designating Resident Agent | 35.00 |
| Certified Copy of Articles of Incorporation | 8.75 |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: _____


Carrie Fagan, Legal Assistant

**ARTICLES OF INCORPORATION
OF
WATERPROOF CONSULTING, INC.**

Article I

Name. The name of this Corporation is Waterproof Consulting, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 2136 N.W. 87th Terrace, Gainesville FL 32606.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2136 N.W. 87th Terrace, Gainesville FL 32606, and the name of the initial registered agent of this Corporation is Troy Scott.

Article VIII


Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Troy Scott, 2136 N.W. 87th Terrace, Gainesville FL 32606.

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Article IX

Incorporator. The name and address of the person signing these Articles is Troy Scott, 2136 N.W. 87th Terrace, Gainesville FL 32606.

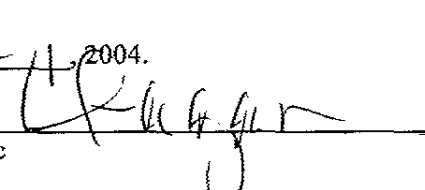
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of June, 2004.


TROY SCOTT
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 30th day of June, 2004, by TROY SCOTT, who is personally known to me, or who produced his/her Florida Driver License as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 30 day of June, 2004.


Notary Public
Printed Name
My Commission Expires:

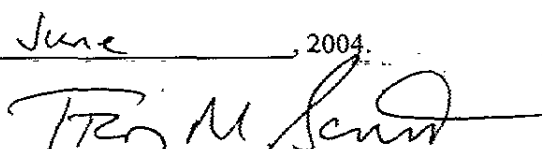


(SEAL) Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **WATERPROOF CONSULTING, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 30th day of June, 2004.


TROY SCOTT
Registered Agent