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**RICHARD R. KOSAN**  
**A T T O R N E Y   A T   L A W**

112 West Windhorst Road, Brandon, FL 33510



Phone (813) 689-1577

Fax (813) 654-5262

August 5, 2004

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

Re: Filing of Articles of Incorporation for Aquatic Designs Manufacturing, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 for the filing fee, certified copies and certificate.

If you have any questions, please advise.

Very truly yours,

Richard R. Kosan

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**Articles Of Incorporation  
of  
Aquatic Designs Manufacturing, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation.

**Article I  
Name**

The name of the Corporation is Aquatic Designs Manufacturing, Inc..

**Article II  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III  
Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$0.00 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

**Section B. Cumulative Voting.** There shall be no cumulative voting.

**Section C. No Pre-emptive Rights of Shareholders.** No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section E. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 112 West Windhorst Road, Brandon, Florida 33510, and the name of its initial Registered Agent at such address is Richard R. Kosan, Esq.

#### **Article V** **Principal Office**

The address of the principal office of the Corporation is 3809 Saddle Ridge Street, Valrico, Florida 33594-8447.

#### **Article VI** **Agent For Service Of Process**

The Department Of State of the State of Florida is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which the Department Of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon it is 112 West Windhorst Road, Brandon, Florida 33510.

#### **Article VII** **Incorporator**

The name and address of the Incorporator is:  
Richard R. Kosan, Esq.  
112 West Windhorst Road  
Brandon, Florida 33510

#### **Article VIII** **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

#### **Article IX** **Directors**

The number of Directors constituting the initial Board of Directors is one (1). The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders or until its successor is elected and shall qualify, is:

Name and Address

Robert K. Meadows  
3809 Saddle Ridge Street  
Valrico, Florida 33594-8447

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

**Article X**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article XI**  
**Corporate Seal**

This Corporation shall have a corporate seal.

**Article XII**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President.

**Article XIII**  
**Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director, relating to action taken, or any failure to take any action, as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders,

or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XIV**  
**Indemnification Of Officers**


This Corporation shall indemnify a Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken, or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XV**  
**Amendment Of Articles Of Incorporation**


The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated August 5, 2004.

  
\_\_\_\_\_  
Richard R. Kosan, Esq.  
Incorporator

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Richard R. Kosan, Esq.  
(Signature of Registered Agent)

August 3, 2004  
(Date)

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