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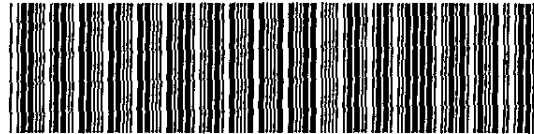
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LAW OFFICES
ALEXANDER & VANN, LLP
411 GORDON AVENUE
THOMASVILLE, GEORGIA 31792
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October 7, 2004

Department of State of Florida
Division of Corporations
Corporate Filings
P O Box 6327
Tallahassee, FL 32314

RE: Bluewater Equipment Leasing, LLC
Bluewater Professional Services, Inc.

To Whom It May Concern:

Enclosed please find Articles of Organization for the LLC and Articles of Incorporation for the corporation, along with two checks for filing. Please file these effective October 11, 2004 and return marked copies to us in the envelope provided herein.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,



Dale S. Davidson

pmw
encl.

BLUEWATER PROFESSIONAL SERVICES, INC.

ARTICLES OF INCORPORATION

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ARTICLE I-NAME

The name of the Corporation is Bluewater Professional Services, Inc.

ARTICLE II-ORGANIZATION

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III-DURATION

The Corporation shall have perpetual duration.

ARTICLE IV-PURPOSE

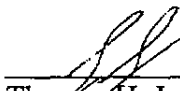
The object of the Corporation is pecuniary gain and profit and the purpose for which the Corporation is formed is to engage in all such lawful businesses as the Board of Directors may from time to time specify by resolution and is not prohibited under the laws of Florida or any other state in which the Corporation does business.

ARTICLE V-AUTHORIZED SHARES

The Corporation shall have authority to issue 100,000 shares of common stock of the par value of \$1.00 per share.

ARTICLE VI-REGISTERED OFFICE/AGENT

The initial registered office of the Corporation shall be at 2808 Highway 77, Panama City, Florida 32405. The initial registered agent of the Corporation at such address shall be Thomas H. James. 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.



Thomas H. James

ARTICLE VII-PRINCIPAL ADDRESS

The principal mailing address of the Corporation shall be at 2808 Highway 77, Panama City, Florida 32405.

ARTICLE VIII-BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows:

Thomas H. James
2808 Highway 77
Panama City, Florida 32405

Stephanie A. James
2808 Highway 77
Panama City, Florida 32405

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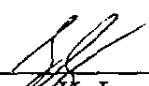
ARTICLE IX-INCORPORATOR

The name and address of the incorporator is Thomas James, 2808 Highway 77, Panama City, Florida 32405.

ARTICLE X-INDEMNIFICATION

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by the Florida Business Corporation Act; or (d) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21st day of September 2004.



Thomas H. James
Incorporator