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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**aqua-proof, corp.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

AQUA-PROOF, CORP.

ARTICLE I- NAME

The name of this corporation is:

AQUA-PROOF, CORP.

ARTICLE II- DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers and the filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue one hundred shares (100) at \$1.00 DOLLARS par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such considerations as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the stockholders will not affect the prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the

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consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-accessible.

#### **ARTICLE V- PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

#### **ARTICLE VI- PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of this corporation is:

11800 SW 170 Terrace  
Miami, Florida 33177

and the name and address of the initial registered agent of this corporation is:

Louise Curry  
11800 SW 170 Terrace  
Miami, Florida 33177

#### **ARTICLE VII- INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director(s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

#### **ARTICLE VIII- INITIAL DIRECTORS**

The name and street address of each of the members of the initial Board of Directors of this corporation is:

NAME	TITLE	ADDRESS
Louise Curry	President	11800 SW 170 Terrace Miami, Florida 33177

#### **ARTICLE IX- INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time

hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contractor transaction, and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE X- REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### ARTICLE XI- INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Louise Curry President	11800 SW 170 Terrace Miami, Florida 33177

#### ARTICLE XII- BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of

Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them such By-law shall not be altered, amended, or repealed by the Board of Directors.

## ARTICLE XIII- POWERS

This corporation shall have all the powers necessary or convenient to effect its purpose as enumerated in Chapter 607 of the Florida Statutes.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

## ARTICLE XIV- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

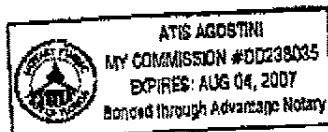
IN WITNESS WHEREOF, the undersigned subscribers have  
executed these Articles of Incorporation                      day of                      , 2005

STATE OF FLORIDA )  
 ) SS)  
COUNTY OF MIAMI-DADE )

*Louise Curry*  
Louise Curry

BEFORE ME, a Notary Public authorized to take acknowledgment in the state and county set forth above, personally appeared Louise Curry, known to me personally or who has produced Florida Driver's Licence, as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal, in the state and country aforesaid, this 19th day of April, 2005.



Attest  
NOTARY PUBLIC

My commission expires:

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED**

HUSWUWUWU /

**ACKNOWLEDGMENT:** Having been named to accept services of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Louise Curry*  
REGISTERED AGENT

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