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LAW OFFICES
JOHN HAILE, P.A.

P.O. BOX 1200
220 DAL HALL BLVD.

LAKE PLACID, FLORIDA 33852

(863) 465-1902
FAX (863) 465-2001

June 27, 2005

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: AMAZON WATERFALLS AND SPAS, INC.

Dear Secretary:

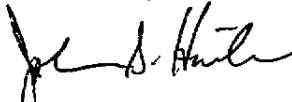
Enclosed please find the following:

1. An original plus one copy of the Articles of Incorporation for AMAZON WATERFALLS AND SPAS, INC.
2. A signed Certificate of Designation of Resident Agent,
3. Our check in the amount of \$70.00.

Please forward to me a stamped copy of the Articles of Incorporation for AMAZON WATERFALLS AND SPAS, INC.

Thank you for your assistance in this matter.

Yours truly,



John S. Haile

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enclosures

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ARTICLES OF INCORPORATION
OF
AMAZON WATERFALLS AND SPAS, INC.

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be AMAZON WATERFALLS AND SPAS, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State. The date in which it commenced doing business was January 1, 2005, for accounting purposes only. The effective date for incorporation purposes is the date of filing.

ARTICLE III

The address of the principal office is 26 Lake Henry Drive, Lake Placid, Florida 33852, the mailing address is 26 Lake Henry Drive, Lake Placid, Florida 33852.

ARTICLE IV

The corporation is organized for the specific purpose of landscaping, concrete and water feature construction.

ARTICLE V

This corporation is authorized to issue 7,500 shares of one dollar par value common stock

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which shall be designated "Common Shares". The stated valuation of each share shall be fixed by the Board of Directors.

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

GUY O. GERSPER

26 Lake Henry Drive
Lake Placid, Florida 33852

ARTICLE VII

The street address of the initial registered office of this corporation is 26 Lake Henry Drive, Lake Placid, Florida 33852 and the name of the initial registered agent of this corporation at that address is GUY O. GERSPER.

ARTICLE VIII

The name and address of each person signing these Articles is:

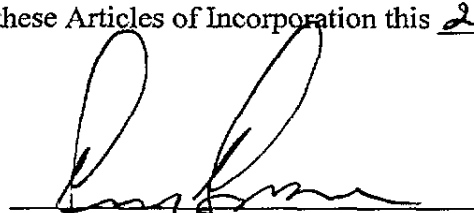
NAME

ADDRESS

GUY O. GERSPER

26 Lake Henry Drive
Lake Placid, Florida 33852

The undersigned incorporator has executed these Articles of Incorporation this 27 day of June, 2005.


GUY O. GERSPER

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

AMAZON WATERFALLS AND SPAS, INC.

2. The name of the registered agent and office is:

GUY O. GERSPER
26 Lake Henry Drive
Lake Placid, Florida 33852

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ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

GUY O. GERSPER
Registered Agent

By: GUY O. GERSPER

Date: 6/27/05