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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

waterworld investment properties, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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T. Burch OCT 12 2005

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 7, 2005

EMPIRE

SUBJECT: WATERWORLD INVESTMENT PROPERTIES, INC.
REF: W05000046300

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

FAX Aud. #: E05000236998
Letter Number: 105A00061106

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H05000236998

ARTICLES OF INCORPORATION

OF

WATERWORLD INVESTMENT PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is:

WATERWORLD INVESTMENT PROPERTIES, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transaction any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

Prepared By:
Kenneth J. Hamel, Esq.
11420 North Kendall Drive, Suite 108
Miami, Florida 33176
305-630-9100
Florida Bar No.: 981842

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ARTICLE IV

Authorized Capital

The corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 8215 SW 152nd Avenue, Unit G-402, Miami, FL 33193.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 11420 North Kendall Drive, Suite 108, Miami, Florida 33176. The name of the initial registered agent at such office is Kenneth J. Hamel.

ARTICLE VII

Directors

The corporation shall have two (2) director(s) initially. The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have two (2) director(s). The names and addresses of the initial members of the Board of Directors is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Ricardo Aleman | 8215 SW 152 nd Avenue, #G-402 Miami, FL 33193 |
| William Livesay | 8215 SW 152 nd Avenue, #G-402 Miami, FL 33193 |

Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX

Officers

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

Ricardo A. Aleman
William Livesay
William Livesay
Ricardo A. Aleman

President
Vice-President
Treasurer
Secretary

ARTICLE X

Bylaws

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

Meetings

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented on writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XII

Indemnification

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

ARTICLE XIII

Incorporator

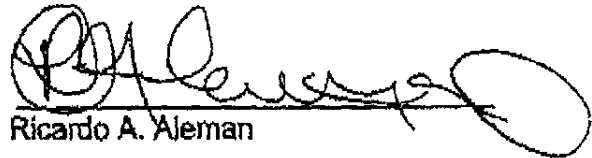
The name and address of the incorporator of the corporation is Ricardo A. Aleman, 8215 SW 152nd Avenue, Unit G-402, Miami, Florida 33176.

ARTICLE XIV

Preemptive Rights

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of October, 2005.



Ricardo A. Aleman

STATE OF FLORIDA

)
) ss.
)

COUNTY OF MIAMI-DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of May, 2005, by Ricardo A. Aleman, who is either personally known to me or has produced a Florida Driver's License as identification.


Notary Public, State of Florida at Large
Commission No. _____



Kenneth J. Hamel
MY COMMISSION # 00107618 EXPIRES
April 16, 2006
BONDED BY TROY FARM INSURANCE INC

H05000236998

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 WATERWORLD INVESTMENT PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Kenneth J. Hamel
11420 North Kendall Drive, Suite 108
Miami, Florida 33176

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

TITLE

DATE

10/6/05

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.

SIGNATURE

DATE

10/6/05

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