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KLEIN & KLEIN, LLC

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March 28, 2012

VIA FEDERAL EXPRESS

Department of State

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, Florida 32301

Re: Aquaquad USA, Inc.
Our File No. 1458-001

Ladies and Gentlemen:

Enclosed you will find the original and a copy of the Articles of Incorporation regarding the above-referenced matter for filing. Also enclosed is our firm's trust account check in the amount of \$78.75 representing the filing fee of \$35.00, registered agent fee of \$35.00 and the fee of \$8.75 for obtaining a certified copy of the Articles. Please send confirmation of filing and the certified copy of the Articles to me at the address listed above.

If you should have any questions with respect to the foregoing, please do not hesitate to contact me.

Very truly yours,

KLEIN & KLEIN LLC



Lawrence C. Callaway, III

LCC/jsl

Enclosures as stated

cc: Oliver Nudds (w/enclosures) – **via e-mail**

ARTICLES OF INCORPORATION
OF
AQUAQUAD USA, INC.

THE UNDERSIGNED, being competent to contract, do subscribe to these Articles of Incorporation and act as incorporators for the purpose of forming a corporation for profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be AQUAQUAD USA, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation shall be 13 NE 16th Street, Ocala, FL 34470.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE VI

PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

DESIGNATION OF REGISTERED AGENT INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as Lawrence C. Callaway, III. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 333 NW Third Avenue, Ocala, FL 34475. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IX

DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than two (2).

ARTICLE X

INITIAL DIRECTORS

The name and street address of the first member of the first Board of Directors is:

Oliver Nudds
Unit 3, 19a Sherwood Drive
Forest Hills
Durban 3610
KwaZulu Natal
South Africa

Malcolm Joseph Biggar
40 Gleneagles Drive
Broadway
Durban 4051
South Africa

Mel Christopher Clark
15 Friesland Road
Sherwood 4091
South Africa

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DURBAN

The above-named Directors shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified.

ARTICLE XI

SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

Oliver Nudds
Unit 3, 19a Sherwood Drive
Forest Hills
Durban 3610
KwaZulu Natal
South Africa

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. 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 stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XV

DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28 day of March, 2012.



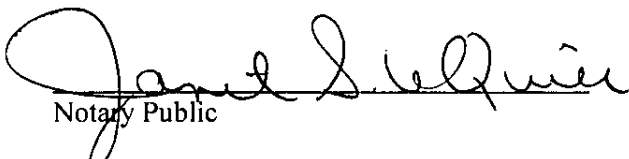
OLIVER NUDDS

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgements, personally appeared OLIVER NUDDS, personally known to me or who produced UK passport 693190880 as identification and she acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 28 day of March, 2012.





Notary Public

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as: 333 NW Third Avenue, Ocala, FL 34475.

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.



LAWRENCE C. CALLAWAY, III

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SECRETARY OF STATE
DIVISION OF CORPORATIONS