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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME SKY BLUE WATERS, INC.

FAX AUDIT NUMBER: H95000000246

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TO

EMPIRE CORP. KIT

FROM

17:24 1995 JAN-06

ARTICLES OF INCORPORATION
OF
SKY BLUE WATERS, INC.

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The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Sky Blue Waters, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation shall primarily engage in buying and selling real estate or interests therein, and may engage in any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall exist perpetually.

Prepared By: H. Bas No. 240753
Charles F. ...
213 S.E. 8th Street
St. Land., FL 33316
(305) 528-8366

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ARTICLE VI

ADDRESS

The initial street address of the registered office of this Corporation in the State of Florida shall be 911 E. Ponce de Leon Blvd., #1201, Coral Gables, Florida.

The initial principal office address of the Corporation shall be: 911 E. Ponce de Leon Blvd., #1201, Coral Gables, Florida.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Charles L. Simon, Esq. 213 S.E. 8th Street, Fort Lauderdale, FL 33316-1014.

I do hereby accept the duties and responsibilities as registered agent.

Accepted this 5 day of January, 1995.



CHARLES L. SIMON

ARTICLE VIII

DIRECTORS

This Corporation shall have two (2) Directors, initially. The number of Directors may be increased and decreased from time to time by the By-Laws adopted by the Shareholders. The initial Directors of the Corporation shall be:

Elaine Swanson 911 E. Ponce de Leon Blvd., #1201
Coral Gables, FL

Frederick Swanson 911 E. Ponce de Leon Blvd., #1201
Coral Gables, FL

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation, and the number of shares of stock he has agreed to take, is as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Elaine Swanson	911 E. Ponce de Leon Blvd. #1201 Coral Gables, FL	250
Frederick Swanson	911 E. Ponce de Leon Blvd. #1201 Coral Gables, FL	250

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them at the Shareholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

Name and Address

Elaine Swanson	911 E. Ponce de Leon Blvd., #1201 Coral Gables, FL
Frederick Swanson	911 E. Ponce de Leon Blvd., #1201 Coral Gables, FL

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5 day of January, 1995.

Elaine Swanson
Elaine Swanson
Incorporator
Frederick Swanson
Frederick Swanson
Incorporator

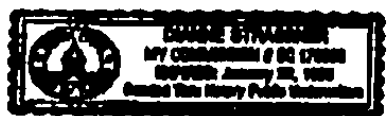
STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing was acknowledged before me, a Notary Public of the State of Florida, this 5 day of January, 1995, by ELAINE SWANSON and FREDERICK SWANSON, who are personally known to me or who produced their drivers' licenses as identification, and who did (did not) take an oath.

WITNESS my hand and official seal.

Dianne Strauss
Notary Public, State of Florida

My commission expires:



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