

ROBERT J. BIGGE, JR.

Attorney at Law

1120 S.E. Third Avenue
Fort Lauderdale, FL 33316

P9500005420

January 19, 1995

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

95 JAN 27 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(905) 482-9608
FAX (905) 482-2810

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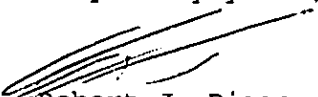
re: BLUE WATER OF SOUTH FLORIDA, INC.

Dear Sir or Madam Clerk:


Enclosed please find check made payable to: Department of State
in the amount of \$122.50. I have enclosed a self-addressed
stamped envelope for return to my office.

If you have any questions or comments please do not hesitate to
contact my office.

Very truly yours,


Robert J. Bigge, Jr.

RJB/nd

2/1/95


ARTICLES OF INCORPORATION
OF
BLUE WATER OF SOUTH FLORIDA, INC.

FILED
95 JUN 27 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms this corporation under the Laws of the State of Florida.

Article I-Corporate Name

BLUE WATER OF SOUTH FLORIDA, INC.

Article II- Duration

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III-Purpose

The corporation is organized for purpose of engaging in any business or activity permitted under the laws of the State of Florida and the United States.

Article IV-Capital Stock

The Corporation is authorized to issue 5000 shares of common stock of \$1.00 par value, which shall be designated "Common Stock."

Article V-Initial Registered Agent and Office

Bradley Ian Shanes
6503 Military Trail
Apt. No. 900
Boca Raton, FL 33496

Article VI-Principal Mailing Address of Corporation

6503 Military Trail
Apt. No. 900
Boca Raton, FL 33496

Article VII-Initial Board of Directors

This corporation shall consist of one director initially, but shall never have less than one. The name of the initial director is:

Bradley Ian Shanes

Article VIII-Incorporators

The name and address of the incorporator signing these Articles of Incorporation is:

Bradley Ian Shanes
6503 Military Trail
Apt. 900
Boca Raton, FL 33496

Signed: Brad Shanes

State of Florida
County of Broward

Before me a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared Bradley Ian Shanes personally known to me or produced identification, Drivers License, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation. D.L.# 5520-069-71-094-0

I hereby affix my hand and seal, in the State and County aforesaid this 17th day of January, 1995.

[Signature]

LISA A. HAMILTON

Signature of Notary

Printed Name of Notary

My commission expires:

Notary Public
State of Florida at Large
My Commission Expires
July 29 1995

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED
OF
BLUE WATER OF SOUTH FLORIDA, INC.

Pursuant to Florida Statute Section 48.091 and 607.050
following is submitted:

The above corporation, desiring to organize under the laws of the
State of Florida with its registered office as indicated in the
Articles of Incorporation at:

6503 Military Trail
Apt. No. 900
Boca Raton, FL 33496

has named: Bradley Ian Shanes

located at the aforesaid address, as its Registered Agent to
accept service of process within the State.

Acknowledgement:

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place designated
in this certificate, and being familiar with the obligations of
that position, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said
office.

Brad Shanes

Registered Agent

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE