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William C. Haire
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429 Woodlawn Avenue
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July 14, 1995

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****122.50 ****122.50

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

Re: Articles of Incorporation for Bluewater World Corporation

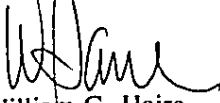
Dear Sir/Madam:

Enclosed is a check in the amount of \$122.50 in payment of the fees applicable to the filing of the attached Articles of Incorporation of Bluewater World Corporation.

Articles of Incorporation	35.00
Designation of resident agent	35.00
Certified copy of Articles of Incorporation	52.50
	122.50

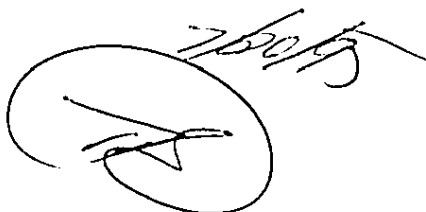
Prompt filing will be appreciated.

Sincerely,


William C. Haire

WCH\td

Enclosures

Noted


ARTICLES OF INCORPORATION
OF
BLUEWATER WORLD CORPORATION

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is BLUEWATER WORLD CORPORATION.

ARTICLE II

The existence of this corporation shall begin on the date of the filing of these Articles of Incorporation.

ARTICLE III

The address of the principal office of the corporation is 100460 Overseas Highway, Key Largo, Florida 33037.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one thousand (1,000).

ARTICLE V

The initial street address of the corporation's registered office is 429 Woodlawn Avenue, Belleair, Florida. The initial registered agent for the corporation at that address is William C. Haire.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

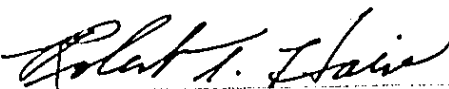
Robert T. Haire, 24 Marina Village, Unit B, Key Largo, Florida 33037.

ARTICLE VII

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

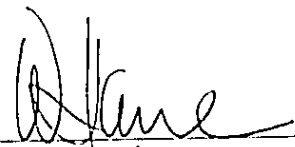
Robert T. Haire, 24 Marina Village, Unit B, Key Largo, Florida 33037.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 1995.


Robert T. Haire

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bluewater World Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


William C. Haire

7-14-95
Date