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FORT LAUDERDALE, FL 33308

August 3, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: WATERMAN, INC., S.A.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles, and return one certified copy to the undersigned. Also enclosed is our trust account check for \$122.50 which represents as follows:

Filing fee	\$ 35.00
Registered Agent fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Thank you for your assistance.

Very truly yours,

*B. Alan Dobbins III*

B. ALAN DOBBINS III  
For the Firm

BAD/vk  
Enclosures

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8/8/95

ARTICLES OF INCORPORATION  
OF  
WATERMAN, INC., S.A.

FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS  
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ARTICLE I  
NAME

The name of this corporation is **WATERMAN, INC., S.A.**, whose mailing address is 3360 N. E. 34th St., Fort Lauderdale, FL 33308.

ARTICLE II  
DURATION

This corporation shall have perpetual existence and these Articles are effective upon signing.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3360 N. E. 34th St., Fort Lauderdale, FL 33308, and the name of the initial registered agent of this corporation at that address is Charles Waterman. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

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ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(n) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director(s) of this corporation are:

Charles Waterman  
3350 Galt Ocean Dr., #711  
Fort Lauderdale, FL 33308

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles are:

Charles Waterman  
3360 N. E. 34th St., Ft. Lauderdale, FL 33308


ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of August, 1995.

  
Charles Waterman  
Subscriber and as  
Registered Agent