

P95000065992

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 12:55

Enclosed is a check in the amount of \$122.50 to cover
filing fees, including Charter Tax, Corporation for
Profit Filing Fees and Certified Copy of Corporate
Charter for Waterstone, Inc.

All information should be mailed to:

Don M. Waters
8940 S.W. 129th Terrace
Miami, Florida 33176

Very truly yours,

Don M. Waters

Don M. Waters

305) 255-4300

600001563016
-08/17/95--01019--013
***122.50 ***122.50

DMW:w
Encl.

P.S. PLEASE FAX

CORPORATE PAPERS

TO 1-305-232-3332

So that we can open
a bank account at once

Thank you

Don M. Waters

8/25/95

W95-16798



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 21, 1995

DON M. WATERS
8940 SW 129TH TERRACE
MIAMI, FL 33176

SUBJECT: WATERSTONE, INC.
Ref. Number: W95000016798

We have received your document for WATERSTONE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 595A00039052

August 25, 1995

Ms. Agnes Lunt
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

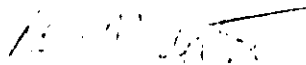
Dear Ms. Lunt,

I was greatly impressed with the quick service and more importantly your wonderful helping attitude toward assisting me with the establishment of our new Corporation.

I sincerely appreciate your assistance.

Thank you very much.

Sincerely,

A handwritten signature in dark ink, appearing to read "Don M. Waters", is written over a horizontal line.

Don M. Waters
President
Waterstone, Inc.

ARTICLES OF INCORPORATION
OF
WATERSTONE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 AUG 25 PM 4:26

The undersigned subscriber each a natural person competent to contract, and where duly licensed to render the services mentioned Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be: Waterstone, Inc.

ARTICLE II - Purpose

The corporation is formed to engage in and conduct the business of manufacturing and distributing, and all activities and operations directly related thereto or in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) having a par value of one (\$1.00) dollar.

The corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IV - Initial Capital

The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE V - Term of Existence

This corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of the subscription and acknowledgment.

ARTICLE VI - Address

The principal office of the corporation shall be located at 8940 S.W. 129th Terrace, Miami, Florida 33176. The Board of Directors may, from time to time move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

ARTICLE VII - Directors

The corporation shall have not less than one (1) nor more than nine (9) directors. The number of directors shall be determined by the stockholders at their annual meeting.

ARTICLE VIII - Initial Directors

The following are names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified and also serving as incorporators:

<u>NAME</u>	<u>ADDRESS</u>
Don M. Waters	14610 S.W. 69th Avenue Miami, Florida 33158-1711
Don M. Waters, Jr.	14610 S.W. 69th Avenue Miami, Florida 33158-1711
Barbara E. Waters	14610 S.W. 69th Avenue Miami, Florida 33158-1711

ARTICLE IV - Subscribers

The name and addresses of each subscriber, and the amount of stock that each individual has subscribed to are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>VALUE</u>
The Waters Family Trust	14610 S.W. 69th Avenue	1000	\$1,000.00
Carl G. Waters, Trustee	Miami, Florida 33158-1711		

ARTICLE X - Officers

The officers of this corporation shall include a President, Vice-President, Secretary and Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President	Don M. Waters	14610 S.W. 69th Avenue Miami, Florida 33158-1711
Vice-President	Don M. Waters, Jr.	14610 S.W. 69th Avenue Miami, Florida 33158-1711
Secretary	Barbara E. Waters	14610 S.W. 69th Avenue Miami, Florida 33158-1711
Treasurer	Barbara E. Waters	14610 S.W. 69th Avenue Miami, Florida 33158-1711

ARTICLE XI - Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. 95 MAY 25 PM 4:26

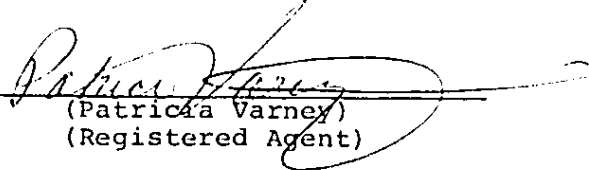
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First - That Waterstone, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Patricia Varney as registered agent to accept service of process within this State, with registered office at 8940 S.W. 129th Terrace, Miami, State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By


(Patricia Varney)
(Registered Agent)

95 MAY 25 PM 4:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The corporation reserves the right to amend, alter, change, or
repeal any provisions contained in the Articles in the manner
now or hereafter prescribed by law, and all rights conferred
on stockholders herein are granted subject to this reservation.
IN WITNESS WHEREOF, I the undersigned incorporator have hereunto
set my hand and seal this 10 day of August, 1995,
State of Florida, and I hereby make and cause to be filed in the
office of the Secretary of State of the State of Florida, these
Articles of Incorporation and certify that the facts herein
stated are true.

Don M. Waters, JR. (SEAL) *Don M. Waters*

State of Florida)
County of Dade) SS

to me well known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purposes herein expressed.

John DeMar
Notary Public

**Notary Public
State of Florida at Large
My Commission Expires:
December 4, 1995**