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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
PO BOX 14610

409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FT LAUDERDALE FL 33302-4610

FAX: (904) 922-4000

CONTACT: KATHY E RASLER

PHONE: (305) 763 1200

FAX: (305) 523-1952

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BLUE WATER CONSULTING CORP.

FAX AUDIT NUMBER: H96000003240

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1996

TIME REQUESTED: 15:50:53

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CERTIFICATE OF STATUS: 0

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ARTICLES OF INCORPORATION  
OF  
BLUE WATER CONSULTING, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: BLUE WATER CONSULTING, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1515 North Federal Highway, Suite 211, Boca Raton, Florida 33432.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

B96000003240

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.01 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.  
a/o Atlas, Peariman, Trop & Berkeon, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, FL 33301

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name and address of the Initial Directors of this Corporation are:

Gregory L. Palge  
1515 North Federal Highway, Suite 211  
Boca Raton, Florida 33432

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The person named as Initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel Mayersohn, Esq., c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

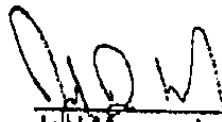
ARTICLE X  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0001 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 6th day of March 1996.

  
\_\_\_\_\_  
Joel Mayersohn, Incorporator

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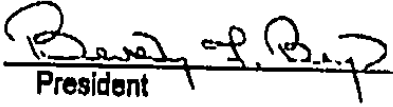
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

BLUE WATER CONSULTING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1515 North Federal Highway, Suite 211, Boca Raton, Florida 33432 has named South Florida Registered Agents, Inc., whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

**SOUTH FLORIDA REGISTERED AGENTS, INC.,**  
a Florida corporation

By:   
President

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FILED  
96 MAR -7 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

September 16, 1997

PAIGE ANL ASSOCIATES  
% FRANK LABROZZI  
700 W. HILLSBORO BLVD., BLDG.3-101  
DEERFIELD BEACH, FL 33441

SUBJECT: BLUE WATER CONSULTING, INC.  
Ref. Number: P96000020984

We have received your document for BLUE WATER CONSULTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your document.

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 (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 797A00045869

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97 SEP 22 AM 10:46  
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT TO THE ARTICLES AND BY-LAWS  
MINUTES TO CORPORATE ACTION**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR ~~607.0504~~, FLORIDA STATUTE, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING A NEW REGISTERED AGENT, ADDITION OF DIRECTORS, AN EXECUTION OF NEW STOCK ISSUANCE'S AND THE DISBURSEMENT OF REVENUES TO THE DIRECTORS TO THE CORPORATION THAT IS IN THE STATE OF FLORIDA.

**1. THE NAME OF THE CORPORATION:**

BLUE WATER CONSULTING, INC.

**2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:**

Name: G.F. LABROZZI OR ~~GREGORY L. PAIGE~~  
Address: 700 WEST HILLSBORO BLVD.  
BUILDING 3 SUITE 101  
City, State, Zip DEERFIELD BEACH, FLORIDA 33442

**3. CHANGE OF BOARD OF DIRECTORS**

Name: GREGORY L. PAIGE CHAIRMAN OF THE BOARD\ CEO  
Address: 700 WEST HILLSBORO BLVD.  
BUILDING 3 SUITE 101  
City, State, Zip DEERFIELD BEACH, FLORIDA 33442

Name: G.F. LABROZZI DIRECTOR \ PRESIDENT \ SECRETARY  
Address: 700 WEST HILLSBORO BLVD.  
BUILDING 3 SUITE 101  
City, State, Zip DEERFIELD BEACH, FLORIDA 33442

**4. EXECUTION OF NEW STOCK ISSUANCE'S**

G.F. LABROZZI SHALL BE ISSUED 100 SHARES OF THE CORPORATION FOR THE SUM OF \$1.00.

**5. DISBURSEMENT OF REVENUES TO THE BOARD OF DIRECTORS**

THE BOARD OF DIRECTORS SHALL DISBURSE EVENLY ALL EXPENSES, REVENUES, FUNDS AND PROCEEDS IN THE CORPORATION. A CHECKING ACCOUNT SHALL BE ESTABLISHED BY THE BOARD OF DIRECTORS TO WHERE BOTH CANNOT ISSUE ANY CHECKS OF THE SAID CORPORATIONS BANK ACCOUNT WITHOUT BOTH SIGNATURES.

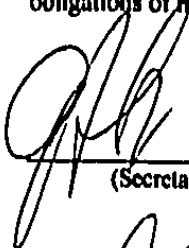
BOTH DIRECTORS SHALL HAVE SOLE TRADING AUTHORITY ON ANY STOCK TAKEN IN FROM OTHER CORPORATIONS, BOTH SHALL AGREE AND THE EXPENSES AND REVENUES FOR THE SALE OF SUCH STOCK SHALL BE DISBURSED EVENLY.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

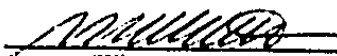
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

  
(Secretary's Signature)

9-5-97  
(Date)

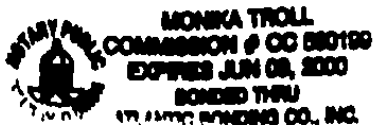
  
(Chairman's Signature)


9-5-97  
(Date)

  
(Witness or Notary)

9-5-97

County of Broward, State of Florida



  
Registered Agent  
G.F. Labrozzi