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FLORIDA DIVISION OF CORPORATIONS
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((H96000003637))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BLUEWATER COMMUNICATIONS, INC.
FAX AUDIT NUMBER: H96000003637 CURRENT STATUS: REQUESTED
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FIVE STATIONS
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ARTICLES OF INCORPORATION

OF

BLUEWATER COMMUNICATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be BLUEWATER COMMUNICATIONS, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares that the corporation is authorized to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

ARTICLE IV
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1500 San Remo Avenue, Suite 220, Coral Gables, Florida 33146, and the name of the initial registered agent at that address is Jay A. Taplin.

ARTICLE V
DIRECTORS

This Corporation shall have not less than one (1) director. The by-laws may provide a method for determining the number of directors from time to time. In the absence of a determination as

Prepared by: Jay A. Taplin, Esq.
1500 San Remo Avenue, Suite 220
Coral Gables, Florida 33146
Telephone: (305) 372-1350
Florida Bar No.: 287393

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to the number of directors, the board of directors shall consist of one (1) director. The initial board of directors of the corporation shall consist of one (1) member.

The names and address of the initial board of directors are:

NAME	STREET ADDRESS
Andrew S. Taplin	1428 Brickell Avenue Second Floor Miami, Fl 33131

ARTICLE VI INCORPORATORS

The name and the address of the incorporator is:

NAME	STREET ADDRESS
Andrew S. Taplin	1428 Brickell Avenue Second Floor Miami, Fl 33131

ARTICLE VII INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of this Corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

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equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any by-law, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of the Article.

ARTICLE VIII
MAILING ADDRESS OF CORPORATION

The mailing address of the initial principal office of the corporation is 1428 Brickell Avenue, Second Floor, Miami, Florida 33131.

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IN WITNESS WHEREOF, I have subscribed my name this 12th day of March, 1996.

 (SEAL)
Andrew S. Taplin, as Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, this day personally appeared Andrew S. Taplin, to me known to be the individual described herein and who executed the foregoing Articles of Incorporation of BLUEWATER COMMUNICATIONS, INC., as Incorporator, and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 12th day of March, 1996.


Notary Public, State of Florida at Large

Commission Number:
My Commission Expires:



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CERTIFICATE ACCEPTING DESIGNATION

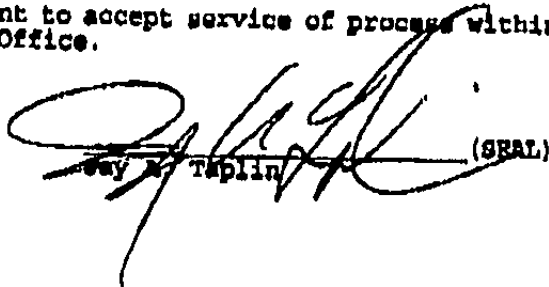
OF

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

BLUEWATER COMMUNICATIONS, INC.

and agree to serve as its agent to accept service of process within
the State as its Registered Office.


Jay A. Taplin (SEAL)

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