

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*W96-9120
 05/11/96*

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4/29
 TIME 11:30 CK No. _____
 BY [Signature]

WALK-IN
 Will Pick Up _____

RE: Agentic Alliance Inc.

65 APR 30 AM 9:15

TALLAHASSEE, FLORIDA C.C. FEE DISBURSED

Capital Express™
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____

 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File ****122.50 ****122.50

 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 15% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AQUATIC ALLIANCE, INC.
Ref. Number: W96000009120

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in 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 (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00020345

*Corrected
Thank-you
Ram*

FILED
55 APR 30 AM 9:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AQUATIC ALLIANCE, INC.

The undersigned, for the purpose of forming a corporation .or profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of the corporation is **AQUATIC ALLIANCE, INC.**

Article II
Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

Article IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial principal office of this corporation is 12321 Blue Stream Drive, Jacksonville, Florida 32224 and the name of the initial registered agent of this corporation at that address is Roy C. Deary.

Article VI
Directors

Section 6.1. Number. This corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The names and the street addresses of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Roy C. Deary	12321 Blue Stream Drive Jacksonville, Florida 32224
Jean N. Deary	12321 Blue Stream Drive Jacksonville, Florida 32224

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall

not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

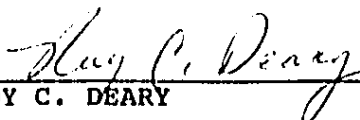
Article VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Roy C. Deary, 12321 Blue Stream Drive, Jacksonville, Florida 32224.

Article IX
Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 29th day of March, 1996.

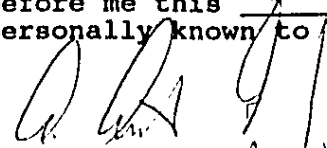


ROY C. DEARY

STATE OF FLORIDA


COUNTY OF DUVAL

The foregoing was acknowledged before me this 29th day of March, 1996 by ROY C. DEARY, who is personally known to me.



Print Name: A. August Quesada Jr.
Notary Public, State of
Florida at large

My Commission Expires:

 **AUGUST QUESADA JR.**
My Commission CC397237
Expires Sep. 04, 1998
Bonded by NFNU
800-224-6369

FILED

25 APR 30 AM 9:45

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. SECTION 48.091, 607.034, the following is submitted.

AQUATIC ALLIANCE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **ROY C. DEARY** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 12321 Blue Stream Drive, Jacksonville, Florida 32224.

Dated: March 29, 1996

ROY C. DEARY
ROY C. DEARY

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 29, 1996

ROY C. DEARY
ROY C. DEARY