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BLAIR & BLAIR, P.A.

ATTORNEYS AT LAW

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HARRY A. BLAIR
BRIAN C. BLAIR
DETHA A. PRATHER

April 26, 1996

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***122.50 ***122.50

Secretary of State
Corporations Record Division
Post Office Box 6327
Tallahassee, FL 32314-6327

**Re: Articles of Incorporation -
LIGHTWATERS, INC.**

Gentlemen:

With reference to the above captioned matter, enclosed are an original and one copy of Articles of Incorporation and Acknowledgment of Registered Agent for **LIGHTWATERS, INC.** Please file the original and return the copy certified with the filing date. Also enclosed is our firm check number 4665 in the amount of \$122.50 for incorporation fees.

Very truly yours,



Harry A. Blair

HAB/jf
Enclosures
cc: Ms. Heide Blair

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LIGHTWATERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators for the purpose of forming a corporation for profit under the provisions of the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

I

NAME OF CORPORATION

The name of this corporation is LIGHTWATERS, INC.

II

DURATION

The duration of this corporation shall be perpetual. Commencement of this corporation's existence shall be the time of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

III

PURPOSE

The general purpose for which this corporation is initially organized is for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

IV

CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is 1,000. All stock shall be common stock. The par value of all such stock shall be \$1.00 per share. All stock shall be of the same kind, class and series.

V

STOCK RIGHTS

The common stock of this corporation shall have unlimited voting rights and the holders of said stock shall be entitled to receive the net assets of this corporation upon dissolution.

VI

PREEMPTIVE RIGHTS

All stockholders shall have preemptive rights. Said rights shall extend to protect their percentage ownership in this corporation. Said preemptive rights shall extend to all treasury shares. Before any treasury shares are resold, or before any authorized but unissued shares are sold, the corporation shall give all shareholders thirty (30) days advance written notice of its intention to issue said shares and advise them of their right to protect their percentage interest by purchasing the specified number of shares for cash within said thirty day period. Said written notice shall be by certified mail, return receipt requested, to the last record address of each stockholder.

VII

INITIAL PRINCIPAL OFFICE ADDRESS

The address of the initial principal office of this corporation is 6371-4 Presidential Court, Fort Myers, Florida 33919.

VIII

INITIAL REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of this corporation is Heide Blair. The registered address for this corporation is: 6371-4 Presidential Court, Fort Myers, Florida 33919.

IX

INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Harald Röhm
Schulstrasse 31
36093 Künzell
Germany

X

BOARD OF DIRECTORS

The officers of this corporation shall constitute its Board of Directors. The number of officers may be increased from time to time by the shareholders as provided in the Bylaws. The corporation shall initially have two directors, but the number of directors may be increased to a total of five. The Board of Directors may not exceed a total of five in number. The officers of this corporation, who are also its initial directors, are:

Harald Röhm
Schulstrasse 31
36093 Künzell
Germany
President, Vice President, Secretary, Treasurer

A quorum for a shareholders' meeting shall be as provided in the Bylaws of this corporation and need not be more than one-third (1/3) of the shares of this corporation entitled to vote at any shareholders' meeting, if the Bylaws of this corporation so provide.

XI

INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the shareholders

entitled to vote upon such action and if said written consent is filed with the secretary of the corporation as part of the corporate records.

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested exclusively in the shareholders.

XIII

INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a duly called meeting of the Board of Directors.

XIV

INDEMNIFICATION


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

XV

AMENDMENT OF ARTICLES

These Articles of Incorporation, or any amendment thereto, may be amended or repealed as prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation in the State of Florida, County of Lee, this ____ day of April, 1996.



Harald Röhm
President, Vice President, Secretary,
Treasurer

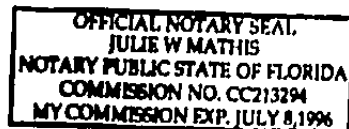
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared, Harald Röhlin who produced International Drivers License ^{1868/96} as identification and to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 22^d day of April, 1996.

Julie W. Mathis
Notary Public
Julie W. Mathis
Notary Public
CC #213294

My Commission Expires:
7-8-96



**ACKNOWLEDGMENT OF REGISTERED AGENT
OF
LIGHTWATERS, INC.**

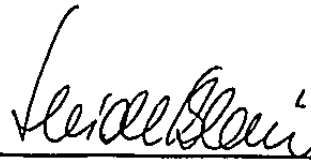
The name and address of this corporation's initial registered office and registered agent, in compliance with Section 607.324, Florida Statutes, are:

Registered Agent:	Heide Blair
Registered Office:	6371-4 Presidential Court Fort Myers, Florida 33919

I hereby agree to act in type capacity as said registered agent and agree to comply with the provisions of Section 48.091, Florida Statutes, in keeping the registered office of the corporation open every day from 10:00 a.m. to 12:00 noon, except Saturdays, Sundays and legal holidays, during which period of time as registered agent I will be at said office in order to receive service of process.

I further agree to cause the corporation to keep a sign, posted in the office in a conspicuous place, which designates the name of the corporation and the name of the registered agent upon whom service of process may be served.

Dated this 22nd day of April, 1996.



Heide Blair
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA