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Chart Number Only

5-2-96

Requestor's Name  
Ramon Prendes  
4320 W. Broward Blvd #5  
Plantation FL 33317  
City State ZIP Phone

583-2590A

VALIDATION ONLY

FILED  
MAY -3 AM 11:34  
TALLAHASSEE, FLORIDA

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-05/03/96--01031--024  
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CORPORATION(S) NAME

AQUA-CARE Shopping Club, Inc.

EXPIRE Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
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- Call When Ready
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- Amendment
- Dissolution
- Annual Report
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- Will Wait
- Merger
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- Change of Registered Agent
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

F. CHESSEY MAY 3 1996

ARTICLES OF INCORPORATION  
OF  
AQUA-CARE SHOPPING CLUB, INC.

We, the undersigned, natural persons competent to contract, hereby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe this Certificate of Incorporation.

ARTICLE I

NAME

The name of the corporation is AQUA-CARE SHOPPING CLUB,

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the state of Florida.

ARTICLE III

COMMENCEMENT

The Corporation shall commence and be effective upon filing with the Secretary of State, State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This document prepared by:  
Michael A. Farbarik, Esquire  
2210 N.W. 87th Avenue  
Pembroke Pines, FL 33024  
Florida Bar Number - 949167

have the authority to issue in one thousand (1,000) shares of Common Stock at the par value of \$ 1.00 per share. The amount of capital with which the Corporation shall begin business shall be not less than Two Hundred Dollars and no/100 (\$200.00).

ARTICLE V

TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at, 5400 S.W. 163rd Avenue, Fort Lauderdale, Broward County, Florida 33331. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

NAME

ADDRESS

Sixto Mendez

5400 S.W. 163rd Avenue

Fort Lauderdale, FL 33331

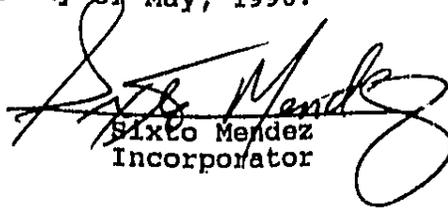
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Sixto Mendez                      5400 S.W. 163rd Avenue  
Fort Lauderdale, FL 33331

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of May, 1996.

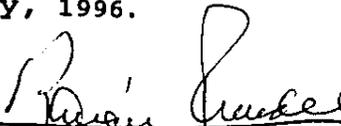
  
Sixto Mendez  
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Sixto Mendez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of May, 1996.

  
NOTARY PUBLIC/Ramon Prendes  
Comm # CC-370882

My Commission expires:



RAMON PRENDES  
My Commission CC370882  
Expires May 23, 1998  
Bonded by HAJ  
800-422-1555

CERTIFICATION DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS BE SERVED

WITNESSETH

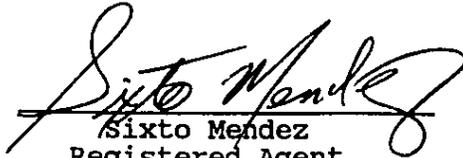
In pursuance of SS48.091(01) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That AQUA-CARE SHOPPING CLUB, INC., desiring to organize under the laws of the State of Florida, which will have its principal office at 5400 S.W. 163rd Avenue, Fort Lauderdale, Broward County, Florida 33331 has named Sixto Mendez, whose address is 5400 S.W. 163rd Avenue, Fort Lauderdale, Broward County, Florida 33331, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named by the incorporator of AQUA-CARE SHOPPING CLUB, INC., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the Registered Agent for the Corporation (until the Corporation designates otherwise), and agree to comply with the applicable provisions of the Florida Statutes. I hereby am familiar with and accept the duties and responsibilities of the registered agent of said corporation.

Dated this 2nd day of May, 1996.

  
Sixto Mendez  
Registered Agent

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