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May 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001849539
-06/04/96--01056--009
***122.50 ***122.50

Re: Water Worlds by R-Designs, Inc.

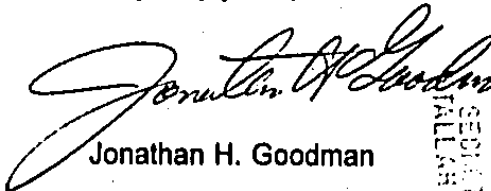
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

I would appreciate your filing the enclosed at your earliest convenience and sending me a certified copy of same.

Very truly yours,


Jonathan H. Goodman

JHG/gb
Enc.

RECEIVED
56 JUN -4 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/7/96

ARTICLES OF INCORPORATION
OF
WATER WORLDS BY R-DESIGNS, INC.

96 JUN -6 AM 10 31
STATE OF FLORIDA

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

ARTICLE I.

The name of this corporation is WATER WORLDS BY R-DESIGNS, INC..

ARTICLE II.

The main location where the company shall conduct its business is 2708 Richards Road, Orange Park, Florida 32065.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The purpose of the corporation shall be to design, manufacture, install, service and sell water gardens and associated products to the general public and retailers and for any and other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

ARTICLE V.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of Five Dollars (\$5.00) per share.

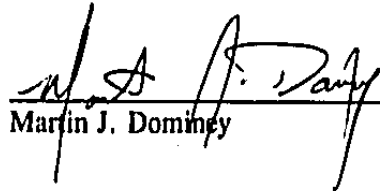
ARTICLE VII.

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Jonathan H. Goodman, Esq., 1377 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE VIII.

The name and address of the sole incorporator is:
Martin J. Dominey, 4263 Losco Road, Apt. 1326, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 31st day of May, 1996.

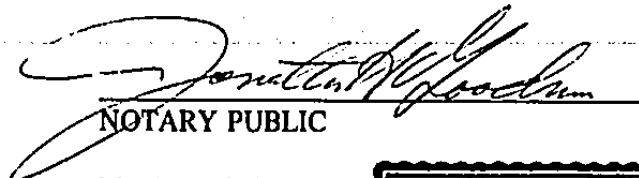


Martin J. Dominey

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Martin J. Dominey, who being by me first duly sworn, and who is personally known to me, and who produced a Florida drivers license as identification, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 31st day of May, 1996.



NOTARY PUBLIC

My Commission Expires



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RECEIVED
STATE OF FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

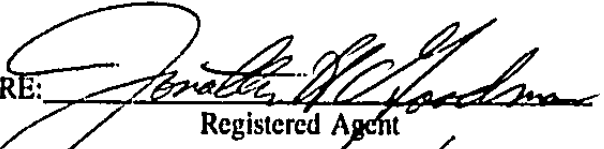
1. The name of the corporation is:

Water Worlds by R-Designs, Inc.

2. The name and address of the registered agent and office is:

Name: Jonathan H. Goodman, Esq.
Address: 1377 Cassat Avenue
City/State/Zip: Jacksonville, Florida 32205

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.

SIGNATURE: 
Registered Agent
DATE: 5/30/96