

ARTICLES OF INCORPORATION
OF
AQUATEK RESOURCES, INC.

FILED
96 AUG 14 PM 2:30
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is AQUATEK RESOURCES, INC.

ARTICLE II
DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these articles by the Secretary of the State of Florida.

ARTICLE III
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Registered office is 100 Second Avenue South, Suite 901, St. Petersburg, Florida 33701. The name of the registered agent of this Corporation at that address is Diane Intini. The above address is the principal place of business and mailing address.

ARTICLE V
CAPITAL STOCK

A. Capitalization. The total number of shares of all classes of stock which this corporation shall have authority to issue is 17,000,000 shares, of which 15,000,000 shares shall be Common Stock with the par value of \$.001 cent per share (herein referred to as the "Common Stock"), and 2,000,000 shares shall be Series A, Preferred Stock, with a par value of \$.001 per share (herein referred to as the "Series A Stock").

B. Voting. Except as otherwise provided by law, the entire voting power of the corporation shall at all times be vested exclusively in the Common Stock. Each holder of Common Stock shall be entitled to cast one vote for each share held on all corporate matters.

C. Board of Directors Determination. The Board of Directors of the corporation shall have the right to determine the preferences, limitations and relative rights of the Series A Stock of the corporation prior to the issuance of any such shares. The Board of Directors shall be subject to the limitations as set forth in the Florida Business Corporation Act Section 607.0601.

ARTICLE VI INCORPORATOR

The name and address of the person signing the Articles of Incorporation is Diane Intini, 100 2nd Avenue South, Suite 901, St. Petersburg, FL 33701.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

1. This Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he 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 liability incurred in connection with such proceeding, including any appeal thereof, 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, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction upon a plea of nolo contendere or its equivalent shall not, 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 interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. This Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he 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 expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expenses of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this Corporation, except that no indemnification shall be made under this article in respect to any claim, issue or matter as to which such person shall be adjudged to be liable unless, and to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

3. The determination that a person seeking indemnification has satisfied the prerequisites delineated in the above paragraphs of this Article VIII shall be made:

(a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by the majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel;

(1) Selected by the board of directors described in paragraph (a) or the committee describe in paragraph (b); or

(2) If a quorum of the directors can not be obtained for paragraph (a) and the committee can not be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(d) By the shareholders by a majority vote of the quorum consisting of shareholders who were not parties to such proceeding, or if no such quorum is obtainable, by a majority of the votes who were not parties to such proceeding.

4. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, the person

specified by paragraph 3(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

5. Expenses incurred by an officer or director in defending any civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he ultimately is found not to be entitled to indemnification by the Corporation pursuant to this article. Expenses incurred by other employees and agents may be paid in advance upon such conditions that the board of directors deems appropriate.

6. The indemnification and advancement of expenses provided pursuant to this article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. No indemnification or advancement of payments shall be made to any person if prohibited by Fla. Stat. § 607.0850 (7) (a)-(d).

7. Indemnification and advancement of expenses as provided for by this article shall continue as, unless otherwise provided for when authorized, 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 person, unless otherwise provided when authorized.

8. The statutory definitions found in Fla. Stat. §607.01401 and 607.0850(10) and (11) apply to this Article and to the extent of any inconsistency between 607.01401 and 607.0850, the definitions contained in 607.0850 shall take precedent.

9. This Corporation in its discretion may 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 liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation shall have the power to indemnify such person under Fla. Stat. § 607.0850.

10. If any expenses or other amounts are paid by way of indemnification, otherwise than those paid by an insurance carrier pursuant to insurance maintained by this Corporation, the Corporation shall, not later than the time of the delivery to shareholders of written notice of the next annual meeting of the shareholders, unless such meeting is held within three months from the date of payment, and, in any event, within 15 months from the date of such payment,

delivered either personally or by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and the status at the time of such payment of the litigation or threatened litigation.

ARTICLE X
AFFILIATED TRANSACTIONS

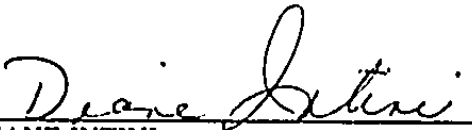
The provisions of Florida Statute 607.0901 shall not apply to this corporation.

ARTICLE XI
CONTROL-SHARE ACQUISITIONS

The provisions of Florida Statute 607.0902 shall not apply to this Corporation.

ARTICLE XII
CONFLICTS

In the event of any conflict between the articles and the bylaws of this corporation, the articles and amendments shall control.



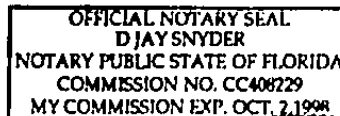
DIANE INTINI
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 13th day of August, 1996, by DIANE INTINI, who is personally known to me or who has produced _____ as identification.

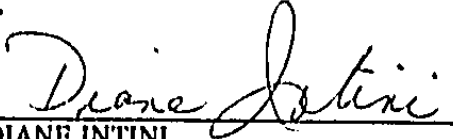


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of §607.325, Florida Statutes.


DIANE INTINI
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA