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9/10/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: H2O COOLER COVERS, INC.
AUDIT NUMBER.....H96000012600
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1
CERT. COPIES.....0

PAGES..... 4
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**Articles of Incorporation
of
H2O Kooler Covers, Inc.**

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Article I. Name

The name of this Florida corporation is:
H2O Kooler Covers, Inc.

Article II. Address

The mailing address of the Corporation is:
H2O Kooler Covers, Inc.
P.O. Box 3481
Boyton Beach FL 33424

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Pamela Baron
6011 Citrine Court
Boyton Beach FL 33437

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0886

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SEP-11-96 TUE 10:27 AM PAMELA BETH BARON

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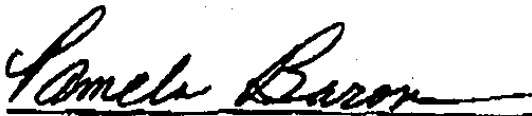
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:
H2O Kooler Covers, Inc.**

**REGISTERED AGENT:
Pamela Baron
6011 Clirine Court
Boyton Beach FL 33437**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Pamela Baron

Date: 9/10/96

**Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-8628
(305) 672-0636**

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