

CAPITAL CONNECTION, INC.

417 B. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Aqua-Tech, Inc.

	G.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
TOTALS		

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

96 SEP 19 PM 1:47
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED
 96 SEP 20 PM 3:45

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY Jen CK No. _____

WALK-IN Will Pick Up 9/19 1:30 AB 9/20

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU
 from
 Your Capital Connection

RECEIVED
96 SEP 20 AM 11:24
DIVISION OF CORPORATION
September 19, 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AQUA-TECH, INC.
Ref. Number: W96000019821

We have received your document for AQUA-TECH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 496A00043416

Corrected

ARTICLES OF INCORPORATION

of

AQUA-TECH OF THE FLORIDA KEYS, INC.

FILED
96 SEP 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

AQUA-TECH OF THE FLORIDA KEYS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business associated with the occupations of commercial fishing and aqua culture.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be

192 24th Street-Ocean

Marathon, Florida 33050

ARTICLE V. SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**FIVE THOUSAND (5,000) shares of common stock having a
nominal or par value of ONE DOLLAR (\$1.00) per share.**

ARTICLE VI. CAPITAL

This corporation shall begin business with a capital of not less than:
FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**192 24th Street-Ocean
Marathon, Florida 33050,**

and the name of the registered agent at that address is:

RICHARD A. FIALA, SR.

ARTICLE VIII. OFFICERS/DIRECTORS

The names and addresses of the first Board of Directors, the President, the Vice President, and the Secretary-Treasurer, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RICHARD A. FIALA, SR.	President/ Secretary/Treasurer	192 24th Street-Ocean Marathon, Florida 33050
RICHARD A. FIALA, JR.	Vice President	4731 Rockstyle Way Stone Mountain, GA 30083

ARTICLE IX. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**RICHARD A. FIALA, SR.
192 24th Street-Ocean
Marathon, Florida 33050**

ARTICLE X. SHARES ISSUED

The number of shares issued and the owner(s) is (are):

NAME	ADDRESS	SHARES	VALUE
RICHARD A. FIALA, SR.	192 24th Street Ocean Marathon, Florida 33050	500	\$500.00

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS 18 DAY OF Sept., 19 96.



RICHARD A. FIALA, SR.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 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: **AQUA-TECH OF THE FLORIDA KEYS, INC.**
2. The name and address of the registered agent and office is:
RICHARD A. FIALA, SR.
192 24th Street - Ocean
Marathon, Florida 33050

*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.*



RICHARD A. FIALA, SR.

09/18/86
DATE

FILED
96 SEP 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000078496

CYNTHIA F. CIVIL
Attorney at Law
P.O. Box 1262
Key Largo, Florida 33037
(305) 451 - 0013
October 28, 1996

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

400001994274--3
-11/01/96--01079--001
*****35.00 *****35.00

Dear Division of Corporations:

Enclosed are Articles of Amendment for Aqua-Tech of the Florida Keys, Inc. and a check in the amount of \$35.00. The corporation's Articles of Incorporation were filed on September 20, 1996.

If you have any questions concerning the Articles of Amendment, please give me a call.

Sincerely,


Cynthia F. Civil

CFC:cc

FILED
96 NOV -1 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend E N/C

VS NOV 7 1996,

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AQUA-TECH OF THE FLORIDA KEYS, INC.

FILED
96 NOV -1 PM 12:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the Provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to the Articles of Incorporation.

1. Amendment of Article I-NAME: The name of the corporation shall be amended to;

NU - TECH AQUATICS, INC.

2. Amendment of Article V. SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be amended to;

Fifty thousand (50,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

3. Amendment of Article X. SHARES ISSUED: The number of shares issued and the owner of such shares shall be amended to;

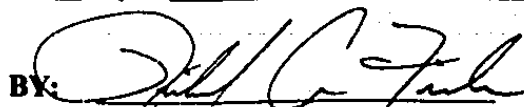
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
RICHARD FIALA, SR.	192 24TH STREET-O. MARATHON, FL 33050	5000	\$5,000.00

The effective date of the above three amendments shall be September 20, 1996.

The above three amendments were adopted by the sole incorporator without shareholder action and shareholder action was not required.

Signed this 28th day of October, 19 96

BY:



RICHARD FIALA, SR.
SOLE INCORPORATOR
PRESIDENT/SECRETARY-TREASURER