

LAW OFFICES
JAMES, BIELEJESKI & AURELIUS, P.A.

G. EARL JAMES (1918-1995)
JOHN BIELEJESKI, JR.
JOHN E. AURELIUS

COLONIAL BUILDING
4367 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

AREA CODE 954
TELEPHONE 72-51
FAX 72-51

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Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: D. LARRY/AQUA DEVICES, INC.-new corp.
96-277

Ladies/Gentlemen:

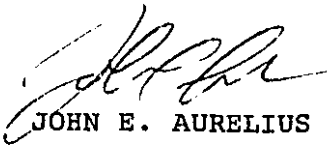
We enclose herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's trust account check in the amount of \$122.50 representing the following charges:

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

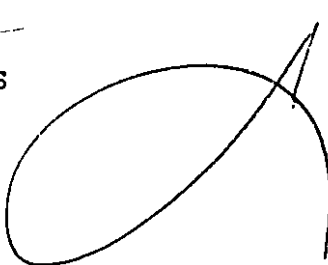
Please return the certified copy of the Articles to the undersigned. Thank you.

Sincerely yours,


JOHN E. AURELIUS

JEA/gr
Enclosures

FILED
96 SEP 30 PM 1:33
TALLAHASSEE, FLORIDA
DEPT. OF STATE

 10/3

ARTICLES OF INCORPORATION
OF
AQUA DEVICES, INC.

FILED
96 SEP 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be: AQUA DEVICES, INC.

ARTICLE II

ADDRESS

The mailing address of this corporation shall be:
226 Beverly Drive, Delray Beach, FL 33444

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest.

b) To build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, work and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve,

maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien, or the assumption thereof.

d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

e) To engage in any activity or business lawful under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than par value.

ARTICLE V

TERM

This corporation shall have a perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be ANDREW L. HALLUMS, and the Registered Office shall be located at 226 Beverly Drive, Delray Beach, FL 33444, or such other person or place as the

Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

ANDREW L. HALLUMS

President

226 Beverly Drive, Delray Beach, FL 33444

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscriber to the Articles of Incorporation is: ANDREW L. HALLUMS, 226 Beverly Drive, Delray Beach, FL 33444.

ARTICLE IX

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of

this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or whatever a greater vote is required by law, or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be

open to inspection of shareholders; and no shareholder shall have any rights to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

TELEPHONE MEETING AUTHORIZATION

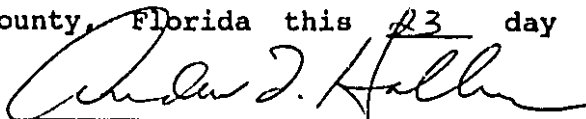
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE IVX

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida this 23 day of September, 1996.


ANDREW L. HALLUMS

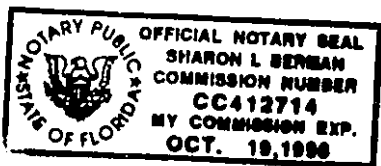
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared ANDREW L. HALLUMS, to me well known to be the individual* described in or who has produced N/A, PERSONALLY KNOWN as identification and who did take an oath and who executed the foregoing Articles of Incorporation of: Aqua Devices, Inc. and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, this 23 day of SEPT, 1996.


Printed Name: SHARON L. BERMAN
NOTARY PUBLIC

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING RESIDENT AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that AQUA DEVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 226 Beverly Drive, Delray Beach, Florida, 33444, has named ANDREW L. HALLUMS, as its Agent to accept service of process within this State.

A C K N O W L E D G M E N T:

Having been named to accept service of process for the above state corporation, at place designated above, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



**ANDREW L. HALLUMS
REGISTERED AGENT**

FILED
96 SEP 30 PM 1:33
SEAL OF THE STATE
TALLAHASSEE, FLORIDA