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Mr. Eugene Schetz
20 Ashdale Court
Waterdown, Ontario, Canada L0R2H3

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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96 OCT 25 PM 3:35

ARTICLES OF INCORPORATION
OF
WATERDOWN SERVICES, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

WATERDOWN SERVICES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

14210 North Bayshore Drive
Madiera Beach, Florida 33708

The mailing address of this corporation shall be:

14210 North Bayshore Drive
Madiera Beach, Florida 33708

ARTICLE III. CAPITAL STOCK

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

ONE HUNDRED SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MRS. MARGARET KROZEK
14210 North Bayshore Drive
Maiden Beach, Florida 33708

ARTICLE V. INCORPORATORS

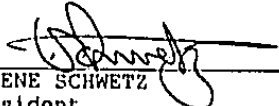
The names and street addresses of the Incorporators to these
Articles of Incorporation are:

President/Vice-President: EUGENE SCHWETZ
20 Ashdale Court
Waterdown, Ontario, Canada LOR2H3

Secretary: EUGENE SCHWETZ
20 Ashdale Court
Waterdown, Ontario, Canada LOR2H3

Treasurer: EUGENE SCHWETZ
20 Ashdale Court
Waterdown, Ontario, Canada LOR2H3

The undersigned has executed these Articles of Incorporation
this 27 day of September 1996.



EUGENE SCHWETZ
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

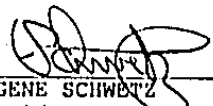
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

WATERDOWN SERVICES, INC.

2. The name and address of the Registered Agent and office is:

MRS. MARGARET KROZEK
14210 North Bayshore Drive
Madeira Beach, Florida 33708



EUGENE SCHWETZ
President

Date: Sept 27, 1996.

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.



MARGARET KROZEK

Date: Oct 1st 1996.

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TALLAHASSEE, FLORIDA
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