

CORP NAME:-AQUA ACTION INC.
1731 S.E. 15 STREET # 301.-street address
FORT LAUDERDALE, FL 33316-city & state,zip

Date: NOVEMBER 29, 1996

State of Florida
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32301

Re: New Corporation Filing
Name of Corp ----- AQUA ACTION INC.

700002017867--2
-12/03/96--01095--001
****122.50 ****122.50

***** PLEASE START THIS CORPORATION EFFECTIVE JANUARY 1ST 1997 *****

Dear SIR:

Enclosed, please find, executed Articles of Incorporation, copy of same, and a check in the amount of \$35.00 FOR THE FILING FEES

\$35.00 FOR THE REGISTERED AGENT DESIGNATION
TOTAL= \$70.00

(if a certified copy is needed an additional \$52.50 is enclosed)=\$122.50

After filing same please forward the copy of the filed articles to:

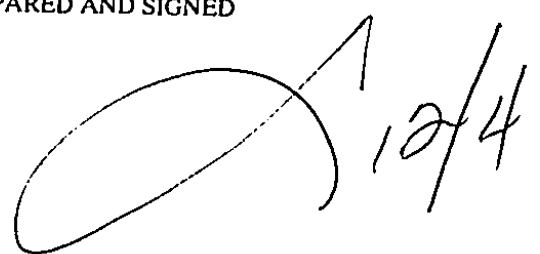
MARTY KNOPP
2921 DAVIE BOULEVARD
FORT LAUDERDALE, FLORIDA 33312
(954) 791-9591

Thank you for your prompt handling of the foregoing.

AQUA ACTION INC. -corp name
LORNA KIMELMAN-incorporator
MAILING ADDRESS
1731 S.E. 15 STREET # 301.-street address
FORT LAUDERDALE, FL 33316-city & state,zip
PRINCIPAL OFFICE ADDRESS
1731 S.E. 15 STREET # 301.-street address
FORT LAUDERDALE, FL 33316-city & state,zip
NOVEMBER 29,1996-DATE PREPARED AND SIGNED

EFFECTIVE
1-1-97

FILED
96 DEC -2 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 12/4

ARTICLES OF INCORPORATION
NAME OF CORPORATION:
AQUA ACTION INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as the Incorporator of a corporation under the "Florida General Corporation Act," adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
CORPORATE NAME
AQUA ACTION INC.
NATURE OF CORPORATE BUSINESS

EXPIRATION DATE
1-1-97

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STRUCTURE

[A] **Capital Stock:** The Corporation is authorized to issue and have outstanding at any one time an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

[B] **Stock Classes:** The shares of the Corporation may be divided into one or more classes with such designations, preferences, limitations and relative rights as stated in the By-Laws of the Corporation. The voting rights of any class or series of shares of the Corporation may be limited or denied as provided in the By-Laws of the Corporation to an extent not inconsistent with general law.

[C] **Restrictions:** The Corporation shall have the power to restrict or regulate the sale, transfer, or any other disposition of any of the shares of the Corporation by any of its shareholders, to the extent provided in the By-Laws of the Corporation.

ARTICLE IV
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares, including the reissue of treasury shares.

ARTICLE V EXISTENCE

This Corporation shall have perpetual existence effective January 1st, 1997 unless sooner dissolved according to law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the Initial Board of Directors are:

LORNA KIMELMAN

1731 S.E. 15 STREET # 301.

FORT LAUDERDALE, FL 33316

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract or other transaction between this Corporation and any one or more of its directors or shareholders or any other corporation, firm, association, or entity in which one or more of its directors or shareholders are directors or are financially interested shall be either void or voidable because of such relationship or interest.

ARTICLE VII AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation are
CORPORATE MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS

LORNA KIMELMAN

1731 S.E. 15 STREET # 301.

FORT LAUDERDALE, FL 33316

ARTICLE IX REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:
INITIAL REGISTERED AGENT AND ADDRESS IS::

LORNA KIMELMAN

1731 S.E. 15 STREET # 301.

FORT LAUDERDALE, FL 33316

Name Registered Agent LORNA KIMELMAN

MAILING ADDRESS

1731 S.E. 15 STREET # 301.

FORT LAUDERDALE, FL 33316

PRINCIPAL OFFICE ADDRESS

1731 S.E. 15 STREET # 301.

FORT LAUDERDALE, FL 33316

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

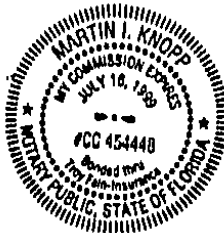
Having been named Initial Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all the requirements of law pertaining thereto.

X Lorna Kimelman
Name Registered Agent



IN WITNESS WHEREOF, I, the Incorporator, have signed these Articles of Incorporation
this date: 11/29/96

X Lorna Kimelman
Name, Incorporator



SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC -2 PM 2:27

FILED

STATE OF FLORIDA

COUNTY OF BROWARD }

SS

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Name of Incorporator/Registered Agent

LORNA KIMELMAN

to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and he/she/they duly acknowledged to me that he/she/they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Fort Lauderdale, Broward County, Florida this
date: 11/29/96

X Martin Knopp

MARTIN KNOPP

Notary Public, State of Florida at Large
#CC 454448

My Commission Expires: JULY 16, 1999
BONDED THROUGH TROY FAIN INSURANCE

