

ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

Attorneys At Law

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Arthur D. Deckelman
FL, NY, CA
Theresa A. Sandberg
FL, NY
Andrew E. Sch...

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*****70.00 *****70.00

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: WATERS BROS., INC.
Our File Number: 6-233-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, WATERS BROS., INC.

Also enclosed is a check in the amount of \$70.00 to cover the cost of filing and the Registered Agent Designation. If you find that everything is in order, please file the Articles and return a stamped copy to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.
& ASSOCIATES

Dawn A. Geibel

Dawn A. Geibel
Legal Assistant to
Arthur D. Deckelman, Esquire

/dg

Enclosures

RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

97 FEB -6 AM 10:17

FILED

~~1099-125~~
NA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

ARTHUR D. DECKELMAN P.A. & ASSOCIATES
DAWN A. GEIBEL
36370 U.S. HWY 19 NORTH
PALM HARBOR, FL 34684

SUBJECT: WATERS BROS., INC.
Ref. Number: W97000001255

We have received your document for WATERS BROS., INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 297A00002527

ARTHUR D. DECKELMAN, P.A. & ASSOCIATES

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Andrew E. Scinnette
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February 3, 1997

SECRETARY OF STATE
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: WATERS SISTERS, INC.
Our File Number: 6-233-D

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, WATERS SISTERS, INC., as well as a copy of Letter Number 297A00002527, from Loria Poole, dated January 17, 1997.

If you find that everything is in order, please return a copy of the articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ARTHUR D. DECKELMAN, P.A.
& ASSOCIATES

Dawn A. Geibel

Dawn A. Geibel
Legal Assistant to
Arthur D. Deckelman, Esquire

/dg

Enclosures

**ARTICLES OF INCORPORATION
OF
WATERS SISTERS, INC.**

FILED
97 FEB -6 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation ("Corporation") shall be:

WATERS SISTERS, INC.

The street address of the principal office of the Corporation shall be 36370 U.S. Highway 19 N., Palm Harbor, Florida 34684, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares, having \$1.00 par value per share. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT

The initial street address of the Corporation's registered office is 36370 U.S. Highway 19, N., Palm Harbor, Florida 34684. The initial registered agent for the Corporation at that address is ARTHUR D. DECKELMAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial board of directors shall consist of two members initially. The names and addresses of the persons who will serve on the initial board of directors are:

| Name | Address |
|-----------------------------------|--|
| ARTHUR D. DECKELMAN Director | 36370 U.S. Highway 19 North Palm Harbor, FL 34684 |
| JENNIFER D. DECKELMAN Director | 36370 U.S. Highway 19 North Palm Harbor, FL 34684 |

ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

| Name | Address |
|---------------------------------|--|
| ARTHUR D. DECKELMAN Director | 36370 U.S. Highway 19 North Palm Harbor, FL 34684 |

JENNIFER D. DECKELMAN
Director

36370 U.S. Highway 19 North
Palm Harbor, FL 34684

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31st day of January, 1997.

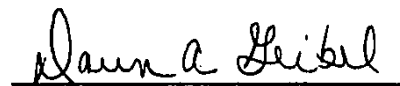

Name: ARTHUR D. DECKELMAN


Name: JENNIFER D. DECKELMAN

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

BEFORE ME, personally appeared ARTHUR D. DECKELMAN and JENNIFER D. DECKELMAN, to me known, or who presented _____ as identification, who after being duly sworn, acknowledged that they have read the foregoing ARTICLES OF INCORPORATION, and that they subscribed to these ARTICLES OF INCORPORATION on the 31st day of January, 1997.

[SEAL]


Notary Public
Name: Dawn A. Geibel
My Commission Expires:

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

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

First, **WATERS SISTERS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as 36370 U.S. Highway 19 North, Palm Harbor, Florida 34684, County of Pinellas, State of Florida, wishes **ARTHUR D. DECKELMAN**, as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office, and state that I am familiar with and accept the obligations of that position pursuant to Florida Statutes 607.0501(3).


ARTHUR D. DECKELMAN

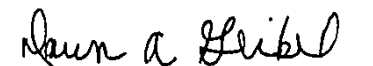
STATE OF FLORIDA :
: **SS**
COUNTY OF PINELLAS :

BEFORE ME, the undersigned officer, personally appeared **ARTHUR D. DECKELMAN**, known to me to be the person whose name is subscribed to the instrument within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above this 31st day of January, 1997.



DAWN A GEIBEL
My Commission CC415877
Expires Oct. 23, 1996
Bonded by HAI
800-422-1685


Notary Public
My commission expires: