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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: CLEARWATER AGAPE, INC.
AUDIT NUMBER.....H97000003007
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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2/21/97

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation CLEARWATER AGAPE, INC.
Address of Corporation 1487 GULF TO BAY BOULEVARD
CLEARWATER, FLORIDA 34616

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE:

DAVID J. HALLIBURTON

and

1487 GULF TO BAY BOULEVARD

REGISTERED AGENT:

CLEARWATER, FLORIDA 34616

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent2/18/97

Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)

First listed is President. Second is Secretary/Additional Directors.

1. DAVID J. HALLIBURTON1487 GULF TO BAY BOULEVARDCLEARWATER, FLORIDA 34616

Article 5: The Name and Address of the INCORPORATOR is:

DAVID J. HALLIBURTON1487 GULF TO BAY BOULEVARDCLEARWATER, FLORIDA 34616

In witness whereof I have subscribed my name


Signature of Incorporator

DAVID J. HALLIBURTON

497-3007

Prepared by:

ace INDUSTRIES, INC.

84 NW 11th Street

Miami, FL 33138

305-358-2571