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GUNSTER, YOKLEY

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FLORIDA DIVISION OF CORPORATIONS
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TO, DIVISION OF CORPORATIONS

FAX #, (804)922-4001

FROM, GUNSTER, YOKLEY, ETAL (FT LAUDERDALE)
CONTACT, MARY BLACKFORD CHERRY
PHONE, (407)650-0728

ACCT#, 078117000420

FAX #, (954)523-1722

NAME, AQUATECH FARMS, INC.

AUDIT NUMBER.....H9700003485

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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ARTICLES OF INCORPORATION
OF
AQUATECH FARMS, INC.

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Article I

Name

The name of the corporation is Aquatech Farms, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

8211 W. Broward Boulevard, Suite 200
Plantation, FL 33324-2726

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Daniel M. Mackler, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
500 E. Broward Blvd., Ste. 1400
Ft. Lauderdale, FL 33394
Florida Bar No. 0870366

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The mailing address of this corporation shall be:

8211 W. Broward Boulevard, Suite 200
Plantation, FL 33324-2726

Article V

Capital Stock

The corporation is authorized to issue Ten Thousand (10,000) shares of U.S. 01/100 Dollar (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8211 W. Broward Boulevard, Suite 200, Plantation, Florida 33324-2726, and the name of the initial registered agent of this corporation at the address is Paul Eric Rosen. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The

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names and addresses of the initial directors of this corporation are listed below:

Paul Eric Rosen

8211 W. Broward Boulevard, Suite 200
Plantation, FL 33324-2726

Leonard S. Blumberg

8211 W. Broward Boulevard, Suite 200
Plantation, FL 33324-2726

Article VIII

Incorporator

The name and address of the person signing these Articles is:

Daniel M. Mackler

500 E. Broward Boulevard, Suite 1400
Ft. Lauderdale, Florida 33394

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and

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deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted

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by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment
or repeal by the directors.



Daniel M. Mackier

DATED: February 27, 1997.

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Paul Eric Rosen

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ACCOUNTING OFFICES

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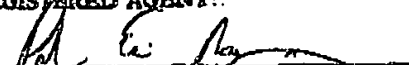
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Aquatich Farms, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Paul Eric Rosen

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