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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HYDROGLASS, INC.

AUDIT NUMBER.....H97000005685

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

EMPIRE

MIAMI, FL

SUBJECT: HYDROGLASS, INC.
REF: W97000008177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000005685
Letter Number: 397A00017630

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ARTICLES OF INCORPORATION
OF
HYDROGLASS, INC.

The undersigned hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of the corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated under Section 607, F.S.A.

ARTICLE TWO

The name of this corporation is Hydroglass, Inc., and the address of the principal office of the corporation is 3100 State Road 84, #306, Marina Mile, Fort Lauderdale, Florida 33312.

ARTICLE THREE

This corporation shall commence its existence on filing, and its existence shall be perpetual.

ARTICLE FOUR

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FIVE

The maximum number of shares of common stock with \$ 1.00 par value that this corporation is authorized to have outstanding at any one time is 7,500 shares.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes of at the organization meeting.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

Prepared by and electronically filed by:
PAMELA M. MIDDLEBROOKS, ESQ.
915 Middle River Drive, Suite 302
Fort Lauderdale, Florida 33304
Florida Bar No.: 400378
(954) 568-2777

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and issuance of such amount of the capital stock as the directors may decide.

ARTICLE SIX

The street address of the initial principal office of this corporation is 3100 State Road 84, #306, Marina Mile, Fort Lauderdale, Florida 33312; and the Registered Agent of this corporation is Pamela M. Middlebrooks, Esq., whose address is 915 Middle River Drive, Suite 302, Fort Lauderdale, Florida 33304. The board of directors may in its sole discretion change the location of the principal office of the corporation and the designation of the registered agent, and notify the Secretary of State, without the need of any amendment of this certificate.

ARTICLE SEVEN

The number of directors of this corporation shall be not less than one. The number of directors may be increased from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Edison L. H. Irvine 1306 S. E. 13th Terrace, Fort Lauderdale, Florida 33316

Michael Brian Webb 8750 Royal Palm Blvd., Apt. #106, Coral Springs, Florida 33065

ARTICLE EIGHT

The name and address of the person signing these articles is Edison L. H. Irvine, 1306 S. E. 13th Terrace, Fort Lauderdale, Florida 33316.

ARTICLE NINE

The power to adopt, alter, and or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE TEN

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE ELEVEN

This corporation reserves the right to amend or repeal any provisions contained in these articles or incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE TWELVE

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock authorized (authorized and issued).

ARTICLE THIRTEEN

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

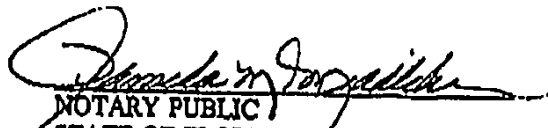
IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 7 day of April, 1997.

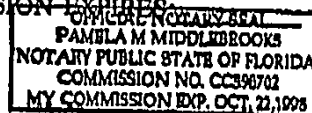

EDISON L. H. IRVINE
Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared EDISON L. H. IRVINE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 day of April, 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES



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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:**

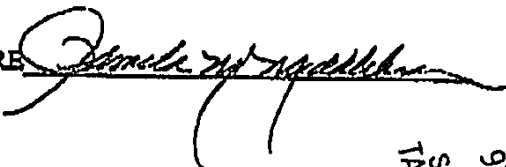
FIRST, that ENCLOSURES, INC. desiring to organize or qualify under the laws of the State of Florida, with it a principal place of business at city of Fort Lauderdale, Florida, has named PAMELA M. MIDDLEBROOKS, ESQ., Resident Agent, whose office is located at 915 Middle River Drive, Suite 302, City of Fort Lauderdale, State of Florida, 33304, as its agent to accept service of process within Florida.


Incorporator

4-7-97
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7 day of April, 1997.

SIGNATURE 

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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