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The Law Office of
MARTIN A. PEDATA

Attorney At Law
32660 U.S. Highway 19 North
Palm Harbor, Florida 34684
(813) 942-8113

March 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/24/97--01133--007
****122.50 ****122.50

Re: Filing of Corporation

Dear Sir:

Please find enclosed an original and a copy of articles of incorporation to be filed with your office, along with \$122.50 filing fee. Please file the articles of incorporation and return a copy to my office.

Thank you for your cooperation in this matter.

Very truly yours,

Martin A. Pedata
Martin A. Pedata

called 3/27
2:00 p.m.
left message

~~97-7205~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 1:52

Doc 4/23



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

MARTIN A. PEDATA, ESQ.
32660 U.S. HIGHWAY 19 NORTH
PALM HARBOR, FL 34684

SUBJECT: AQUASTAR, INC.
Ref. Number: W97000007265

We have received your document for AQUASTAR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 597A00015836

The Law Office of
MARTIN A. PEDATA
Attorney At Law
32660 U.S. Highway 19 North
Palm Harbor, Florida 34684
(813) 942-8113

April 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Corporation

Dear Sir:

Please find enclosed an original and a copy of articles of incorporation to be filed with your office. The filing fees were already paid. I made the required revisions as stated by your office.

Very truly yours,

A handwritten signature in cursive script that reads "Martin A. Pedata".

Martin A. Pedata

ARTICLES OF INCORPORATION

OF

AQUASTAR, INC.

ARTICLE I-NAME

The name of this corporation is **AQUASTAR, INC.**

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation shall have the power to engage in any lawful activity for which corporations may be organized for under the laws of the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Stock".

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3550 Morris Street, St. Petersburg, Florida 33713, and the name of the initial registered agent of this corporation is Martin A. Pedata. The business address is 3550 Morris Street, St. Petersburg, Florida 33713.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and address of the initial Board of Directors of the Corporation are: Martin A. Pedata, 3550 Morris Street North, St. Petersburg, Florida 33713.

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ARTICLE VIII-INCORPORATOR

The name and address of the incorporator signing these Articles is: Martin A. Pedata, 3550 Morris Street North, St. Petersburg, Florida 33713.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify and hold harmless any Officer or Director or any former Officer or Director to the full extent of the law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

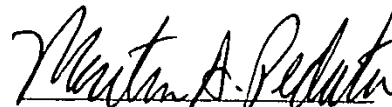
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 20th day of March, 1997.


Martin A. Pedata

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

Having been named to accept service of process for the above named 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 performance of my duties.


Martin A. Pedata

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