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Tittle & Tittle.

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May 20, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Aquasphere Enterprises, Inc.

Dear Sirs:

I am enclosing herewith the Articles of Incorporation for the above named corporation for filing.
I am also enclosing my escrow check in the amount of \$70.00 for the filing fees.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Charles P. Tittle
Charles P. Tittle

encl/

FRED TITTLE
CHARLES P. TITTLE

FILED
97 JUN -2 PM 2:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of the Corporation is:

Aquasphere Enterprises, Inc.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall have a par value of \$1.00 each.

ARTICLE V. REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT. The street and mailing address for the initial registered agent and principal office of the corporation is 43 Gumbo Limbo Avenue Key Largo, FL 33037, and the name of its initial registered agent at such address is Bobbye Dowda.

ARTICLE VI. BOARD OF DIRECTORS. The number of directors constituting the initial board of directors of the corporation are two (2). The names and addresses of the initial board of directors are:

Joe Dowda	43 Gumbo Limbo Ave., Key Largo, FL 33037
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Bobbye Dowda	43 Gumbo Limbo Ave., Key Largo, FL 33037
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ARTICLE VII. INCORPORATOR. The name and address of the incorporator is:

Bobbye Dowda	43 Gumbo Limbo Avenue, Key Largo, FL 33037
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Executed by the undersigned at Tavernier, Florida on May 20, 1997.

FILED


Bobby Dowda

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

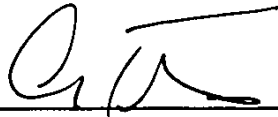
STATE OF FLORIDA

COUNTY OF MONROE

I hereby certify that on this date, before me a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared Bobby Dowda, who after being duly sworn deposes and states that he/she is the individual who executed the foregoing Articles of Incorporation and that he/she executed the same freely and voluntarily for the uses and purposes therein expressed, and is personally known or produced _____ as identification.

Witness my hand and official seal in the State and County last aforesaid on May 20, 1997.





Notary Public
Print, Stamp or Type Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service for Aquasphere Enterprises, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



Registered Agent