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THE UNITED STATES
CORPORATION
COMPANY

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97 SEP -9 AM 9:13

ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION
REFERENCE : 522325 96749A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : September 8, 1997

ORDER TIME : 4:32 PM

ORDER NO. : 522325-005

CUSTOMER NO: 96749A

CUSTOMER: Rebecca J. Del Medico, Esq
REBECCA J. DEL MEDICO, ESQ

14 Tara Lakes Drive East

000002287970--4

Boynton Beach, FL 33436

DOMESTIC FILING

NAME: ZELCO AQUATICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 SEP -9 AM 11:25
TALLAHASSEE, FLORIDA

SN SEP - 9 1997

**ARTICLES OF INCORPORATION
OF
ZELCO AQUATICS, INC.**

FILED
97 SEP -9 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Zelco Aquatics, Inc.

Article II - Principal Address

14 Tara Lakes Drive East Boynton Beach, Florida 33436

Article III - Commencement

This corporation shall commence on the date of the filing of these Articles.

Article IV - Purpose

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

Article V - Capital Stock

This corporation is authorized to issue 20,000,000 shares of, \$.001 par value, common stock and 20,000,000 shares of, \$.001 Par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors..

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14 Tara Lakes Drive East, Boynton Beach, Florida 33436 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 14 Tara Lakes Drive East, Boynton Beach, Florida 33436.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

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

Rebecca J. Del Medico
14 Tara Lakes Drive East
Boynton Beach, Florida 33436

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

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 shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

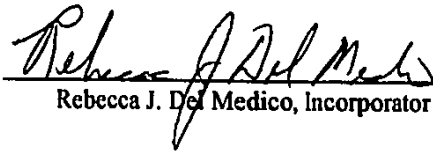
Article XIV - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

Article XV - Management of Corporation by Shareholders

Anything to the contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of September 1997.



Rebecca J. Del Medico, Incorporator

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 ZELCO AQUATICS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

BOCA RATON STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 14 TARA LAKES DRIVE EAST
CITY OF BOYNTON BEACH

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: _____

Rebecca J. Del Medico

TITLE: Incorporator

DATE: SEPTEMBER 6, 1997

FILED
97 SEP -9 AM 11:25
TALLAHASSEE, FLORIDA

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.

SIGNATURE: _____

Rebecca J. Del Medico, Registered Agent

DATE: SEPTEMBER 6, 1997