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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/31/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2371

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: WATERWAY HOMES, INC.

AUDIT NUMBER.....H97000018161

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1997

ACE, INDUSTRIES, INC.

SUBJECT: WATERWAY HOMES, INC.
REF: W97000024813

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 document must state the number of shares of authorized stock.

Please return the original and one copy of 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 (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H97000018161
Letter Number: 097A00052917

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-18161

ARTICLES OF INCORPORATION

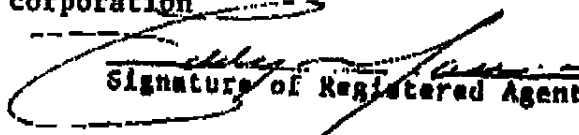
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Article 1: Name of Corporation WATERWAY HOMES, INC. 97 OCT 31 PM 2: 21
Address of Corporation 4235 WEST 16th AVENUE SUITE ~~SECRETARY OF STATE~~
HIALEAH, FLORIDA 33012 TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT EDDY GARCIA
and 4235 WEST 16th AVE. #A
REGISTERED OFFICE: HIALEAH, FL 33012

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

 10/21/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. _____

Article 5: The Name and Address of the INCORPORATOR is:
EDDY GARCIA
4235 WEST 16th AVENUE SUITE A
HIALEAH, FLORIDA 33012

In witness whereof I have subscribed my name 
Signature of Incorporator

EDDY GARCIA

H97-18161
Prepared by:

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571