

P97 0000 98231

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

EFFECTIVE DATE

11/5/97

SUBJECT: Aquaman Irrigation + Landscape Design, Inc.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR CHECK FOR \$ 122.50

FROM:

JAMES O. TABLON
NAME (PRINTED OR TYPED)
12257 Deep Creek Dr.
ADDRESS
Spring Hill, FL 34609
CITY, STATE, & ZIP
(352) 688-5611
TELEPHONE NUMBER

FILED
97 NOV -7 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

Tera GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 4
DATE 11/18/97
DOC. EXAM. H.M.

I put art. 1
name all on
one line myself.

TM-11/18/97

TM-11/10/97
W97-25407



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1997

JAMES O. JABLON
12257 DEEP CREEK DR
SPRING HILL, FL 34609

SUBJECT: AQUA MAN IRRIGATION, INC.
Ref. Number: W97000025407

We have received your document for AQUA MAN IRRIGATION, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name of the entity must be identical throughout the document.

The document must state the number of shares of authorized stock.

Article VII states there will be ONE director(s), whereas NONE is/are listed.

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) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 297A00054072

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE

11/5/97

I, THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

Aqua Man Irrigation + Landscape Design, Inc.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

*12257 Deep Creek Dr.
Spring Hill, Fl. 34609*

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

12257 Deep Creek Dr.
Spring Hill, Fl. 34609

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

James O. Jablon

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS. BUT IT SHALL NEVER BE LESS THAN ONE.

JAMES JABLON

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

James O. Jablon
Terri D. Jablon

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAMES:

James O. Jablon - 50 shares
Terri D. Jablon - 50 shares

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

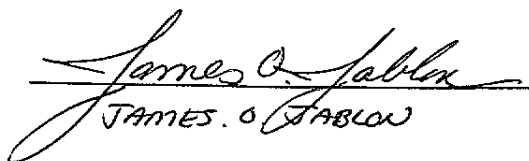
ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS
5 DAY OF NOV , 1997.


JAMES. O. TABLOW

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: Agua Man Irrigation
& LANDSCAPE DESIGN, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JAMES O. TABLON
(NAME)

12257 Deep Creek Dr.
(P.O. BOX NOT ACCEPTABLE)

Spring Hill, FL 34609
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -7 PM 2:30

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

James O. Tablon

DATE

4 Nov 1997