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DOUGLAS L. GROSE, P.A.

Attorneys and Counsellors at Law

112 SOUTH ARMENIA AVENUE
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December 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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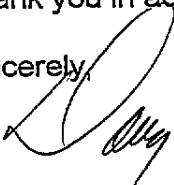
Re: Chattin Hydro-Cycle, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for Chattin Hydro-Cycle, Inc., along with our check in the amount of \$122.50 representing the filing fee.

Once the Articles have been properly filed, please forward a certified copy to this office. Thank you in advance for your prompt attention to this matter.

Sincerely,



DOUGLAS L. GROSE

DLG/jb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CHATTIN HYDRO-CYCLE, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person authorized to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **CHATTIN HYDRO-CYCLE, INC.** The principal place of business of this corporation shall be 112 S. Armenia Avenue, Tampa, Florida 33609.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS OF REGISTERED AGENT

The street address of the initial registered agent of the corporation is 112 S. Armenia Avenue, Tampa, Florida 33609-3308 and the name of the initial registered agent at that address is Douglas L. Grose.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS


This corporation shall have no directors, initially. The affairs of the corporation shall be managed by the shareholders until such time as directors are designated as provided by the By-Laws.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Douglas L. Grose, Esquire
112 S. Armenia Avenue
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 6th day of January, 1998.

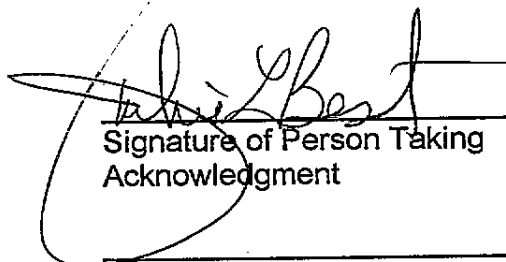


Douglas L. Grose, Esquire (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of
January, 1998 by Douglas L. Grose, Esquire, who is personally known to
me or who has produced _____ as identification and who took an
oath that he is the original incorporator referred to in and who executed the foregoing
Articles of Incorporation.

IN WITNESS WHEREOF, my hand and seal in the State and County aforesaid
this 10th day of January, 1998.



Signature of Person Taking
Acknowledgment

Name of Acknowledger (Typed,
Printed or Stamped)

Title: Notary Public

Commission # _____



Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CHATTIN HYDRO-CYCLE, INC.. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, with its principal office as indicated in the foregoing Articles of Incorporation, at the City of Tampa County of Hillsborough, State of Florida, has named DOUGLAS L. GROSE of the City of Tampa, County of Hillsborough, State of Florida, as its registered agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in the above Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions relative to keeping open said office.

 (SEAL)
DOUGLAS L. GROSE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of January, 1998, by DOUGLAS L. GROSE, who is personally known to me and who took an oath that he is the individual referred to in and who executed the foregoing acceptance.

IN WITNESS WHEREOF, my hand and seal in the State and County aforesaid this 6th day of January, 1998.


Signature of Person Taking
Acknowledgment

Name of Acknowledger (Typed,
Printed or Stamped)

Title: Notary Public

