



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 671636 90591A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 16, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 671636-010

CUSTOMER NO: 90591A

CUSTOMER: Roma Molinaro, Legal Asst
MICHAEL KAHN, P.A.

482 N. Harbor City Boulevard

Melbourne, FL 32935

DOMESTIC FILING

NAME: ~~WATERBORNE, 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: Cindy Harris

EXAMINER'S INITIALS:

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W98-1173

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DIVISION OF CORPORATIONS
98 JAN 16 AM 8:41

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1/21/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

January 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WATERBORNE, INC.
Ref. Number: W98000001173

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We have received your document for WATERBORNE, INC.. However, the document has not been filed and is being returned for the following:

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.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00002644

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
WATERBORNE WORLDWIDE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 AM 8:41

I, **THE UNDERSIGNED**, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Waterborne ~~WORLDWIDE, INC.~~

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Eric T. Pearson
101 Treetop Drive
Melbourne Beach, Florida 32951

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 101 Treetop Drive, Melbourne, Florida 32951 and the name of the initial registered agent of this corporation is Eric T. Pearson.


ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Eric T. Pearson
101 Treetop Drive
Melbourne Beach, Florida 32951

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this

13th day of January, 1998.


Eric T. Pearson

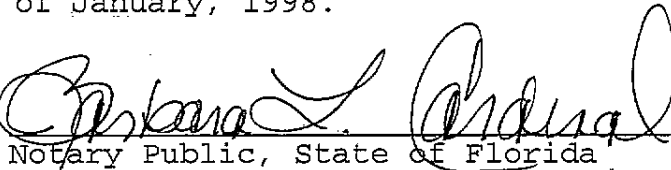
STATE OF FLORIDA

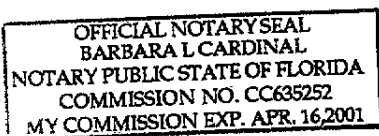
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, Eric T. Pearson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 13th day of January, 1998.

(Notarial Seal)


Notary Public, State of Florida

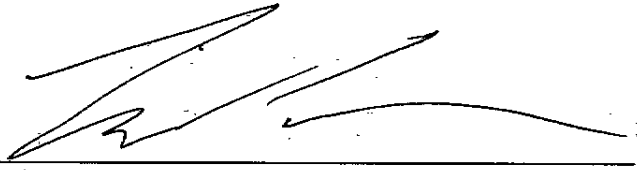


**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Waterborne ~~Inc.~~^{WORLDWIDE} Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 101 Treetop Drive, Melbourne Beach, Florida 32951 appointed Eric T. Pearson as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.



Eric T. Pearson
Registered Agent

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