

P98000022104

ACT III, INC.
3118 Florida Boulevard
#202-B
Delray Beach, Florida 33483

February 23, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-02/27/98--01108--002
*****70.00 *****70.00

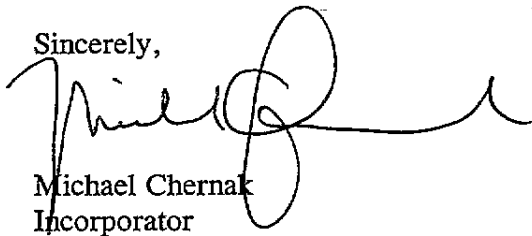
Re: Filing of Articles of Incorporation - ACT III, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for ACT III, Inc. The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,


Michael Chernak
Incorporator

Enclosure
cc: file

FILED
98 MAR -9 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-4491

mc 3/10/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 2, 1998

MICHAEL CHERNAK
3118 FLORIDA BOULEVARD
#202-B
DELRAY BEACH, FL 33483

SUBJECT: ACT III, INC.
Ref. Number: W98000004491

We have received your document for ACT III, INC. and your check(s) totaling \$70.00. 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.

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.

Neysa Culligan
Document Specialist

Letter Number: 998A00011314

**ARTICLES OF INCORPORATION
OF
WATERSHED - ACT III, INC.**

FILED
98 MAR -9 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

WATERSHED - ACT III, INC.

ARTICLE TWO

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for
which corporations may be organized under the
Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000 shares,
all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

3118 Florida Boulevard
#202-B
Delray Beach, Florida 33483

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3118 Florida Boulevard, Delray Beach, Florida 33483, and the initial registered agent at such address is Michael Chernak.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Michael Chernak
3118 Florida Boulevard
#202-B
Delray Beach, Florida 33483

ARTICLE NINE

COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE TEN

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 25th day of February, 1998.



Michael Chernak

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

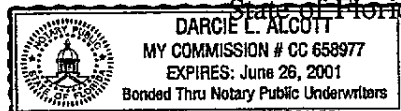
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Michael Chernak, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 25th day of February, 1998.



Notary Public


State of Florida



My Commission Expires:

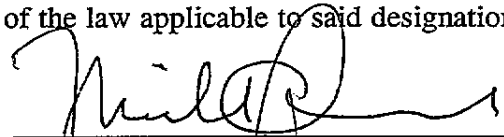
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Michael Chernak, as its Registered Agent to accept service of process within this state.



Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the state of Florida, and agrees to comply with the provisions of the law applicable to said designation.



Michael Chernak

FILED
98 MAR -9 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA