

P98000022280

WATERFALLS HOLDINGS, INC.
1522 Gulf Boulevard
Indian Rocks Beach, Florida 33785

900002450989--6

February 26, 1998

-03/09/98-01110-009

*****70.00 *****70.00

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

Dear Sirs:

Enclosed is my check for the sum of \$70.00 for the following incorporation fees of Waterfalls Holdings, Inc.:

\$ 35.00	Filing Fee
<u>35.00</u>	Resident Agent Fee.
\$ 70.00	

Sincerely,



Robin Caldwell
RC:hht
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -9 AM 11:17

FILED

CVB
3-10-98

ARTICLES OF INCORPORATION
OF
WATERFALLS HOLDINGS, INC.

FILED
98 MAR -9 AM 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

ARTICLE I. NAME

The name of the corporation shall be: Waterfalls Holdings, Inc. The principal place of business of this corporation shall be 1522 Gulf Boulevard, Indian Rocks Beach, Florida 33785.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1522 Gulf Boulevard, Indian Rocks Beach, Florida 33785. The name of the initial registered agent of the corporation at that address is Robin Caldwell.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro-rata share thereof at any price at which it is offered to others.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the incorporator that all shares of stock issued by the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE IX. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

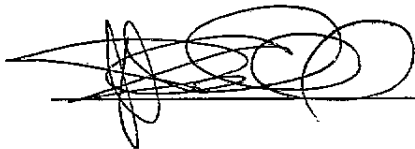
Robin Caldwell	1522 Gulf Boulevard
Director/President	Indian Rocks Beach, FL 33785

ARTICLE X. SUBSCRIBER

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

Robin Caldwell	1522 Gulf Boulevard
	Indian Rocks Beach, FL 33785

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 4 day of March, 1998.



(SEAL)

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of March, 1998.

Hannalore Taw
Notary Public, State of Florida at Large.

My Commission Expires: May 9, 1998

RESIDENT AGENT CERTIFICATE

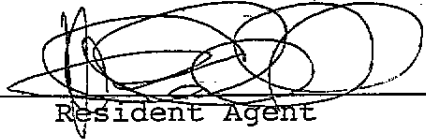
In pursuance to Chapter 607, Florida Statutes the following is submitted in compliance with said act.

That, Waterfalls Holdings, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the county of Pinellas, State of Florida, has named Robin Caldwell, located at 1522 Gulf Boulevard, Indian Rocks Beach, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____



Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -9 AM 11:17

FILED