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CLEM, POLACKWICH & VOCELLE

ATTORNEYS AT LAW

SUITE 501

2770 INDIAN RIVER BOULEVARD

VERO BEACH, FLORIDA 32960-4278

City/State/Zip

Phone #

500002458105--5

-03/16/98-01070-010

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Barge AQUARIUS, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. Hall
MAR 17 1998

ARTICLES OF INCORPORATION

OF

BARGE AQUARIUS, INC.

FILED

98 MAR 16 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

BARGE AQUARIUS, INC.

The principal place of business of this corporation shall be 2419 Tamarind Drive, Ft. Pierce, FL 34949, and the mailing address shall be P.O. Box 3285, Ft. Pierce, FL 34948-3285.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Suite 501, 2770 Indian River Boulevard,

Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is PAUL R. BERG.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

JOHN MCCULLEY - President, Director
P.O. Box 3285
Fort Pierce, FL 34948-3285

MARGARET FAYE MCCULLEY - Vice President/Director
P.O. Box 3285
Fort Pierce, FL 34948-3285

ARTICLE IX. INCORPORATOR

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The name and street address of the incorporator to these

Articles of Incorporation are as follows:

Paul R. Berg
c/o CLEM, POLACKWICH & VOCELLE
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

98 MAR 18 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

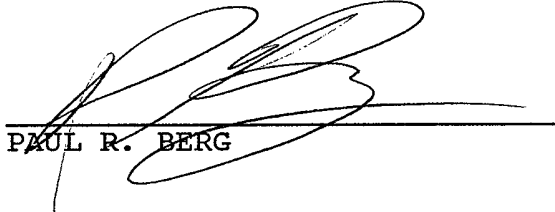
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12th day of March, 1998.

By: 

Paul R. Berg

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

PAUL R. BERG, whose address is as follows: 2770 Indian River Boulevard, Suite 501, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


PAUL R. BERG

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