

998000038281

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

600002501476--6  
-04/27/98--01087--007  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: IN-WATER SPECIALTIES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 122.50

FROM:

ANDREW W. VARRICHIONE  
18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948

FILED  
98 APR 27 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4-28-98

ARTICLES OF INCORPORATION

of

IN-WATER SPECIALTIES, INC.

ARTICLE I - NAME  
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The name of the corporation is:  
IN-WATER SPECIALTIES, INC.

ARTICLE II - DURATION  
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The corporation shall have perpetual existence and shall commence upon the filing of these articles with the Department of State, Florida.

ARTICLE III - PURPOSE  
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This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK  
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This corporation is authorized to issue FIVE THOUSAND  
( 5000 ) shares of common stock, with a par value of \$ 1.00 , per share.

ARTICLE V - VOTING RIGHTS  
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Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS  
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Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional share(s)) at the price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
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The street address of the initial registered office of this corporation  
18610 FORT SMITH CIRCLE PORT CHARLOTTE, FL 33948  
and the name of the initial registered agent of this corporation at  
that address is ANDREW W. VARRICHIONE  
The principal place of business office address is  
18610 FORT SMITH CIRCLE PORT CHARLOTTE, FL 33948

ARTICLE VIII - INITIAL BOARD OF DIRECTORS  
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This corporation shall have 1 director(s) initially. The number of  
directors may be either increased or diminished from time to time by the  
By-Laws, but shall never be less than one (1). The name and address of  
the initial director(s) of this corporation are as follows:

ANDREW W. VARRICHIONE  
18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948

ARTICLE IX - CAPITAL STOCK and CAPITAL TO BEGIN BUSINESS  
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The stock of this corporation shall be issued pursuant to a plan under  
Section 1244 of the Internal Revenue Code of 1954, as amended. The  
amount of capital stock which this corporation will begin business shall  
not be less than five-hundred dollars (\$ 500.00 ).

ARTICLE X - BY-LAWS  
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The power to adopt, alter, amend or repeal the By-Laws shall be vested  
in the Board of Directors and the shareholders.

ARTICLE XI - INCORPORATION  
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The name of the person signing these Artciles is:

ANDREW W. VARRICHIONE  
18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948

ARTICLE XII - IDEMNIFICATION  
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The corporation shall indemnify any officer or director or a former officer or director to the full extent permitted by law.

ARTICLE XIII - AMENDMENT  
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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation, this 23 day of April, 1998

  
ANDREW W. VARRICHIONE

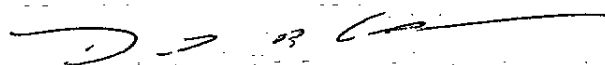
18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948  
941-624-4434

FLORIDA DRIVERS LICENSE  
IDENTIFICATION  
V625-019-61-219  
IDENTIFICATION NUMBER

STATE OF FLORIDA       )  
                              ) ss.  
COUNTY OF CHARLOTTE   )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ANDREW W. VARRICHIONE known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged for me that he/she executed these Articles of Incorporation, and who did take an Oath.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 23 day of April of 1998.

  
NOTARY PUBLIC - DAVID B. GOLDSTEIN  
Commission No. CC 476165  
My Commission Expires: JUN. 25, 1999


CERTIFICATION  
DESIGNATES PLACE of BUSINESS or DOMICILE  
FOR THE SERVING of PROCESS WITHIN THIS  
STATE NAMING UPON WHOM PROCESS MAY BE SERVED  
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In pursuant of Florida Statutes, the following is submitted in compliance with said act.

FIRST: IN-WATER SPECIALTIES, INC.  
desiring to organize under the laws of the State of Florida with its  
initial principal registered office, as indicated in the Article of  
Incorporation at 18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948  
as its agent to ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

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

  
ANDREW W. VARRICHIONE  
(Registered Agent)  
18610 FORT SMITH CIRCLE  
PORT CHARLOTTE, FL 33948

Telephone Number  
941-624-4434

FILED  
98 APR 27 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA