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May 15, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of "Cane Aquatics, Inc."

Dear Sir/Madam:

I am enclosing an original and one copy of the Articles of Incorporation for Cane Aquatics, Inc., together with this law firm's check in the amount of \$122.50, your fee for a certified copy. Please return the certified copy to the undersigned.

If you have any questions, please contact my office.

Thank you.

Sincerely,



PEGGY FISHER

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Encs.

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CANE AQUATICS, INC.

98 MAY 18 PM 3:32

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

CANE AQUATICS, INC.
c/o Randy Ableman
No. 1 Hurricane Drive
Coral Gables, FL 33146

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(B) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

Prepared by:
PEGGY FISHER, ESQ
GELLER, GELLER & GARFINKEL
2411 Hollywood Boulevard
Hollywood, FL 33020
Telephone: (954) 920-2300
FBN: 198994

(C) To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

(D) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall be at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

(E) To exercise all of the powers which are now or may hereinafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any

shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

No. 1 Hurricane Drive
Coral Gables, FL 33146

The registered Agent at the above address is:

Randy Ableman

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

No. 1 Hurricane Drive
Coral Gables, FL 33146

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, as below described.

NAME	TITLE	ADDRESS
RANDY ABLEMAN	Director	No. 1 Hurricane Drive Coral Gables, FL 33146

The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors. The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE IX - OFFICERS

The initial officers shall be as below described:

NAME	TITLE	ADDRESS
RANDY ABLEMAN	President/ Secretary	No. 1 Hurricane Drive Coral Gables, FL 33146

ARTICLE X - INCORPORATOR

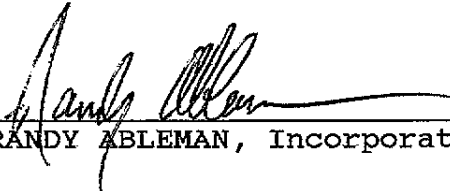
The name and address of the incorporator signing these Articles is:

Randy Ableman
No. 1 Hurricane Drive
Coral Gables, FL 33146

ARTICLE XI - INDEMNIFICATION

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

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of May, 1998.



RANDY ABLEMAN, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

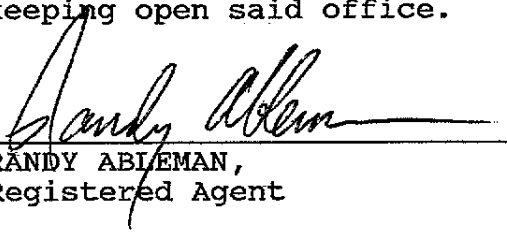
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that CANE AQUATICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at No. 1 Hurricane Drive, Coral Gables, FL 33146, named RANDY ABLEMAN, as its agent to accept service of process within Florida.

Date: 5/14/98


RANDY ABLEMAN, President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.


RANDY ABLEMAN,
Registered Agent