

Charter Number Only

REINSTATEMENT ONLY

600002758336--2
-01/29/99-01016-023
*****78.75 *****78.75

CORPORATION(S) NAME

Bottomside, Inc.

FILED
99 JAN 29 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
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CR2E031 (R8-85)

RECEIVED
99 JAN 29 AM 10:10
DIVISION OF CORPORATIONS
Cert Copy

1240 South Federal Highway
Boynton Beach, Fl. 33435

Secretary of State
Division of Corporations
Capital Building
Tallahassee, Florida 32301

Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation for ROBERT ASPENWALL and the appointment of a registered agent for filing purposes.

78.75 Also, enclosed is a check for One Hundred Twenty - two & 50/100 (~~\$122.50~~) dollars to cover Charter Tax, Filing Fees, Registered Agent Filing Fee, and Cost of a Certified Copy of the Articles. Please send a certified copy to me.

Thank you for your prompt attention to this matter.

Sincerely,


ROBERT ASPENWALL

Encl.

ARTICLES OF INCORPORATION
OF
BOTTOMSIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I ROBERT ASPENWALL THE UNDERSIGNED, NATURAL PERSON OF LEGAL AGE, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE STATE OF FLORIDA, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

- FIRST: The name of the corporation is: BOTTOMSIDE, INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose(s) for which the corporation is organized are: "To conduct any lawful business activity for which corporations may be incorporated under Chapter 621 of the Florida Statutes."
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock having \$1.00 par value each.
- FIFTH: The corporation will not commence business until at least One Hundred Dollars, have been received by it as consideration for the issuance of One Hundred shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: NONE.
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by a majority of directors.
- NINETH: The address for the initial registered office of the corporation is:

715 N.W. 7th STREET
BOYNTON BEACH, FL 33426

The name of its initial registered agent at such address is: ROBERT ASPENWALL

ARTICLES OF INCORPORATION

TENTH: Address of the principal place of business is:

715 N.W. 7th STREET
BOYNTON BEACH, FL 33426

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is ONE (1), and the name and address of the person(s) who is to serve as director until the first annual meeting of shareholders or until their successor is elected and will qualify is:

NAME:

ADDRESS:

ROBERT ASPENWALL
595-05-4740

715 N.W. 7th STREET
BOYNTON BEACH, FL 33426

The name and address of each incorporator is:

NAME:

ADDRESS:

ROBERT ASPENWALL
595-05-4740

715 N.W. 7th STREET
BOYNTON BEACH, FL 33426

ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, THE INCORPORATOR HAVE HEREUNTO SET HANDS
THE 11 DAY OF JAN. IN THE YEAR 1999.

Signatures of ALL Incorporators

Robert Aspenwall
ROBEERT ASPENWALL

STATE OF FLORIDA

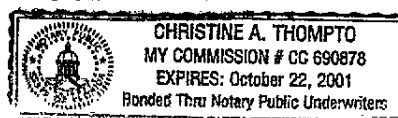
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared
Who, being by me first duly sworn, on oath, did depose and say
that they are the subscribers therein names, and they acknowledged
before me that they executed the foregoing attached Articles of
Incorporation after having read the same, freely and voluntarily
and for the purpose therein expressed.

WITNESS my hand and official seal at Boynton Beach, Palm
Beach County, Florida, this 25th day of January in the year 1999.

Christine A. Thompto

NOTARY PUBLIC



My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ROBERT ASPENWALL

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That ROBERT ASPENWALL desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of DELRAY BEACH County of Palm Beach, State of Florida has named ROBERT ASPENWALL, 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 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: _____

Robert Aspenwall
ROBERT ASPENWALL

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TALLAHASSEE FLORIDA