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K & K Accounting & Tax Service, Inc.
4700 N. State Road 7 Suite 221
Fort Lauderdale, Florida 33319
(305) 485-5252 Fax (305) 485-4045

February 22, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **AQUATIC IMAGES, INC.** and the appointment of registered agent for filing purposes.


Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.


Donna Kent,
Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AQUATIC IMAGES, INC.

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:
AQUATIC IMAGES, INC.
2. The period of its duration is **perpetual**.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

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TALLAHASSEE, FLORIDA

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

RICARDO E. CANTILLO - SS #592-48-5691
1020 NORTHWEST 93 TERRACE
PEMBROKE PINES, FLORIDA 33024

7. The number of directors constituting its initial board of Directors is two (2), whose name and address is as follows:

RICARDO E. CANTILLO - SS #592-48-5691
1020 NORTHWEST 93 TERRACE
PEMBROKE PINES, FLORIDA 33024

GERSHIA CANTILLO - SS #084-52-4293
1020 NORTHWEST 93 TERRACE
PEMBROKE PINES, FLORIDA 33024

8. The name and address of the initial incorporators is as follows:

RICARADO E. CANTILLO - 500 SHARES
1020 NORTHWEST 93 TERRACE
PEMBROKE PINES, FLORIDA 33024

GERSHIA CANTILLO - 500 SHARES
1020 NORTHWEST 93 TERRACE
PEMBROKE PINES, FLORIDA 33024

9. 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. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 2-22-, 1999.


RICARDO E. CANTILLO
Registered Agent

Ricardo E. Cantillo
RICARDO E. CANTILLO
Incorporator

Gershia Cantillo
GERSHIA CANTILLO
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 22 DAY OF FEBRUARY, 1999.

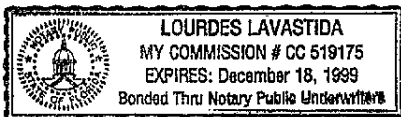
STATE OF FLORIDA }
COUNTY OF BROWARD } SS# 592-48-5691

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared RICARDO E. CANTILLO and GERSHIA CANTILLO, who, after first being duly sworn, deposes and says that they are the persons described in and who subscribed to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of their knowledge and belief of RICARDO E. CANTILLO and GERSHIA CANTILLO.

SWORN TO AND SUBSCRIBED before me this 22 day of FEBRUARY, 1999.

My Commission Expires:

Loures Lavastida
NOTARY PUBLIC
STATE OF FLORIDA



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TALLAHASSEE, FLORIDA