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From:

Account Name : TESCHER, LIPPMAN, VALINSKY & KAIN
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FLORIDA PROFIT CORPORATION OR P.A.

Waterline Homes, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

WATERLINE HOMES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: **WATERLINE HOMES, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 100 N.E. Third Avenue, Suite 610, Fort Lauderdale, Florida 33301.

Fax Audit No. 990000006353 9
Prepared by: Kipnis Tescher Lippman & Valinsky
100 N.E. Third Avenue, Suite 610
Fort Lauderdale, Florida 33301
(954) 467-1964
Art. Inc. WH Howard A. Tescher, Florida Bar No. 509183

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ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV

**REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Howard A. Tescher, Esq.
100 N.E. Third Avenue
Suite 610
Fort Lauderdale, Florida 33301

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Howard A. Tescher
100 N.E. Third Avenue
Suite 610
Fort Lauderdale, Florida 33301

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ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

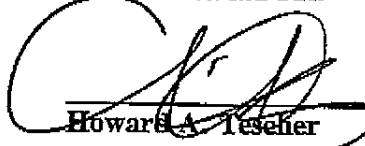
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

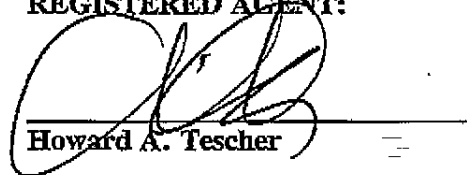

Howard A. Tescher

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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Howard A. Tescher

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