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Debra L. Zelman, Esquire

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May 4, 1999

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Aquarius Holdings, Inc.

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-05/05/99--01101--004
*****78.75 *****78.75

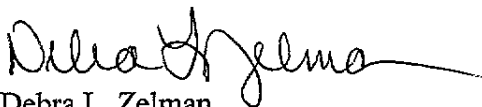
Dear Division of Corporations:

Enclosed please find three (3) executed originals of the Articles of Incorporation for Aquarius Holdings, Inc. together with a check in the amount of \$78.75 payable to the Department of State to cover the following fees:

Filing Fee	\$35.00
One Certified Copy	\$ 8.75
Registered Agent Designation	\$35.00
TOTAL	<u>\$78.75</u>

Please file the Articles of Incorporation and return one (1) certified copy to me in the enclosed overnight mail envelope. Thank you for your cooperation in this matter. If you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,



Debra L. Zelman
For the Firm

Enclosures

98.17.01\SecretaryState.101

FILED
99 MAY -5 PM 2:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK MAY 10 1999

ARTICLES OF INCORPORATION

OF

AQUARIUS HOLDINGS, INC.

Each incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **Aquarius Holdings, Inc.**

ARTICLE II - TERM OF EXISTENCE

A. The Corporation is to exist perpetually.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - REGISTERED AGENT

The name of the initial registered agent and the street address of the registered office are as follows:

Registered Agent

Debra L. Zelman

Address of Registered Office

6301 Huron Terrace
Davie, FL 33331

ARTICLE V - INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation shall be:

Incorporator

Debra L. Zelman

Address

6301 Huron Terrace
Davie, FL 33331

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - BY-LAWS

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII - DIRECTORS

The Corporation shall have four (4) directors initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws. The initial Board of Directors shall consist of:

Susan Granick
Brett Dunne
Jill Basto
Ellen McDonough

ARTICLE VIII - ADDRESS

The principal office and mailing address of the Corporation shall be as follows:

Principal Office

2633 N.W. 123 Terrace
Coral Springs, Florida 33065

Mailing Address

2633 N.W. 123 Terrace
Coral Springs, Florida 33065

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, county, territory or nation.

ARTICLE XI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of

indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XI - SELF DEALING

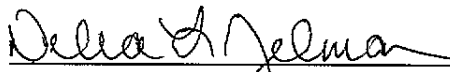
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every such person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 4th day of May, 1999, at Broward County, Florida.


DEBRA L. ZELMAN

REGISTERED AGENT CERTIFICATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and I am familiar with and accept the obligations of my position as registered agent.

 5/4/99
DEBRA L. ZELMAN Date

98.17.01\ArticlesIncorp.01

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99 MAY -5 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA