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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)922-4001

From:  
Account Name : ACE INDUSTRIES, INC.  
Account Number : 070744001530  
Phone : (305)358-2571  
Fax Number : (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

QUIET WATERS, U.S.A., INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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| Estimated Charge      | \$78.75 |

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TALLAHASSEE, FLORIDA

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Articles of Incorporation of:  
**QUIET WATERS, U.S.A., INC.**

Article I Name:  
**QUIET WATERS, U.S.A., INC.**

Article II Principal Office:  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

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Article III Capital Stock:  
The Corporation is authorized to have 7,500 shares of common stock with par value of \$1.00 (one dollar) each

Article IV Terms of Existence:  
The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:  
This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)

Valerie Jackson  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228  
Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is:

QUIET WATERS, U.S.A., INC.

The name and address of the registered agent and office is:

Valerie Jackson  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

Signature: V. Jackson

Name: Valerie Jackson

Title: President

Date: 06/30/99

Acceptance of appointment as  
Registered Agent for

QUIET WATERS, U.S.A., INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature: V. Jackson

Name: Valerie Jackson

Title: President

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Article VII Initial Board of Directors:

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the one initial Director of this corporation is:

Valerie Jackson, President  
4134 Gulf of Mexico Drive, Suite 302, Longboat Key  
Florida 34228

The undersigned have executed these articles of incorporation this:

30th of June, 1999

Signature: V. Jackson

Name: Valerie Jackson

Title: President

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