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July 27, 1999

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/29/99--01057--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Aqua Power, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation together with a copy relative to the above-mentioned Corporation.. Also enclosed is a check in the sum of \$78.75 representing the filing fee in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,



Ronald S. Webster

RSW/maa  
enclosure(s)

FILED  
99 JUL 29 AM 7:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AQUA POWER, INC.  
A NEW FLORIDA CORPORATION

FILED  
99 JUL 29 AM 7:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: AQUA POWER, INC., a new Florida Corporation. The mailing address of the corporation is Woodlands, Oakley Road, Battledown, Cheltenham, GL52 6PA, England and the business address of the corporation is 985 N. Collier Blvd., Marco Island, FL 34145.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

### ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

### ARTICLE V

The corporation shall exist perpetually.

### ARTICLE VI

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, FL 34145 and the name of its initial Resident Agent is RONALD S. WEBSTER.

### ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

### ARTICLE VIII

The initial subscribers, incorporators and officers are:

Ian Calder-Potts  
Woodlands, Oakley Road  
Battledown Cheltenham  
GL52 6PA, England

President,  
Subscriber and  
Shareholder

ARTICLE IX

The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before sale to a third person.

ARTICLE X

The Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

A handwritten signature in dark ink, appearing to read 'IAN CALDER-POTTS', written over a horizontal line.

IAN CALDER-POTTS  
President, Subscriber and  
Shareholder.

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

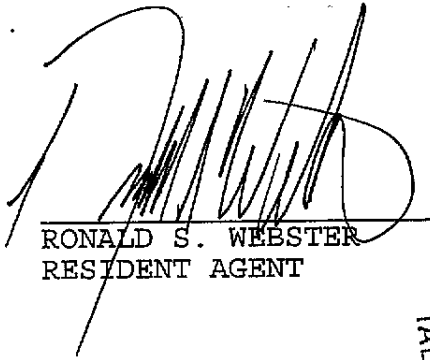
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In pursuance of Chapter 48.901. Florida Statutes, the following is submitted, in compliance with said act.

First-----That AQUA POWER, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named RONALD S. WEBSTER, 985 N. Collier Blvd., Marco Island, FL 34145 County of Collier, State of Florida, 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 the place designated in this certificate, I hereby accept to act in this capacity, and to agree to comply with the provisions of said Act relative to keeping open said office.

  
RONALD S. WEBSTER  
RESIDENT AGENT

**FILED**  
99 JUL 29 AM 7:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA