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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Aquagem International Corp.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Aquagem International Corp.

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Article II. Address

The mailing address of the Corporation is:
Aquagem International Corp.
2530 Channin Drive
Wilmington DE 19810

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
302-529-5940

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 10, 1999.

The undersigned incorporator executed these Articles of Incorporation on August 10, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.
Todd A. Hardy Vice President

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
302-529-5940

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Aquagem International Corp.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
941 Fourth Street #200
Miami Beach FL 33139

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Todd A. Hardy, Vice President

Date: August 10, 1999

Worldwide Incorporators Ltd.
2530 Channin Drive
Wilmington DE 19810
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