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September 30, 1999

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: H₂O Properties, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation, along with a check in the amount \$70.00 for the filing fee.

Sincerely yours,

Debrah Mayworth

DEBRAH MAYWORTH
Legal Assistant
HAYES & ASSOCIATES, P.A.
21859 State Road 54, Suite 200
Lutz, Florida 33549
(813) 949-6525

/dm
Encls.

FILED
99 OCT -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*OK
10-6-99
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FILED
99 OCT -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

H₂O PROPERTIES, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

H₂O PROPERTIES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

3306 Clover Leaf Lane
Land O'Lakes, FL 34639

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

JULIE FLYNT
3306 Clover Leaf Lane
Land O'Lakes, FL 34639

ARTICLE V - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

JULIE FLYNT
3306 Clover Leaf Lane
Land O'Lakes, FL 34639

ARTICLE VI - DIRECTORS

This corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name(s) and address(es) of the initial director(s) of this corporation is(are) as follows:

JULIE FLYNT - Director
3306 Clover Leaf Lane
Land O'Lakes, FL 34639

CRAIG MUNZ - Director
6602 River Road
Tampa, FL 33615

LON KUBERSKI - Director
4408 W. Vasconia Street
Tampa, FL 33629

IN WITNESS WHEREOF the incorporator has hereunto set her hand and seal, this 30th day of Sept., 1999.

Julie Flynt
JULIE FLYNT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

H₂O PROPERTIES, INC.

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

JULIE FLYNT
3306 Clover Leaf Lane
Land O'Lakes, FL 34639

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

JULIE FLYNT

TITLE Registered Agent

DATE 9-29-99

FILED
99 OCT -4 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA