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TIMOTHY P. KELLY, P.A.

ATTORNEY AT LAW
1016 LASALLE STREET
JACKSONVILLE, FLORIDA 32207

TELEPHONE
904-399-3705

E-MAIL: TIMKELLYPA@AOL.COM

FACSIMILE
904-399-3706

October 8, 1999

Secretary of State
State of Florida
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

Re: Water Girl Premium, Inc.

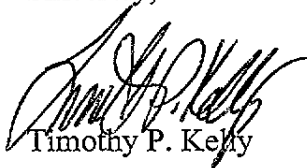
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-10/13/99--01020--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find one original and one copy of Articles of Incorporation for Water Girl Premium, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee.

If you should need anything further, please do not hesitate to contact me.

Sincerely,


Timothy P. Kelly

TPK:dfg
Encls.

FILED
99 OCT 13 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 1 8 1999

ARTICLES OF INCORPORATION
OF
WATER GIRL PREMIUM, INC.

FILED
99 OCT 13 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is WATER GIRL PREMIUM, INC.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 6299-5 Powers Avenue, Jacksonville, FL 32217.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1016 LaSalle Street, Jacksonville, Florida 32207, and the name of its initial registered agent at such address is Timothy P. Kelly, P.A.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial Director is:

Sam Price 6299-5 Powers Avenue
 Jacksonville, FL 32217

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Timothy P. Kelly, 1016 LaSalle Street, Jacksonville, Florida 32211.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of October, 1999.



Timothy P. Kelly

STATE OF FLORIDA .)

COUNTY OF DUVAL .)

The foregoing instrument was acknowledged before me this
____ day of October, 1999, by Timothy P. Kelly. He is
personally known to me.

Notary Public for the State of
Florida at Large

My Commission Expires:

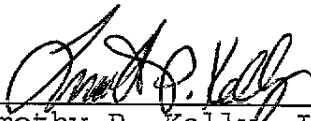
Commission Number: -

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

FILED
99 OCT 13 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that WATER GIRL PREMIUM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Timothy P. Kelly, P.A., located at 1016 LaSalle Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Timothy P. Kelly, Incorporator
Date: 10/8/99

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Timothy P. Kelly, P.A., hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Timothy P. Kelly, P. A.

By: 

Timothy P. Kelly
Date: 10/8/99