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LAW OFFICES
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THOMAS H. THURLOW, JR.
LAWRENCE S. SMITH
THOMAS H. THURLOW III

FAX (561) 220-0815
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October 18, 1999

Florida Division of Corporations
Domestic Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

300003018103--3
-10/19/99--01038--024
****122.50. ****78.75

Re: Aquaticam, Inc.
a proposed Florida corporation

EFFECTIVE DATE
10/25/99

Dear Sir:

We are enclosing herewith the following:

1. Proposed Articles of Incorporation of Aquaticam Inc., in duplicate.
2. Check in the amount of \$122.50 payable to Department of State.

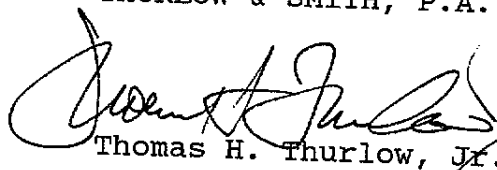
The enclosed check represents the following:

a) Filing Fee	\$35.00
b) Certified copy of Articles	52.50
c) Registered Agent Fee	35.00
Total	<u>\$122.50</u>

Please certify the duplicate copy of the Articles of Incorporation which is enclosed and return the same directly to our office.

Sincerely,

THURLOW & SMITH, P.A.


Thomas H. Thurlow, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 OCT 19 PM 4:14
FILED

THTjr:mf

cc: Mr. Thomas M. Crane

TS/10/21/99

EFFECTIVE DATE
10/25/99

ARTICLES OF INCORPORATION
OF
AQUATICAM, INC.

FILED
99 OCT 19 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Section 607.0202, Florida Statutes, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE ONE

The name of the corporation is:

AQUATICAM, INC.

ARTICLE TWO

The address of the principal office of the corporation and the mailing address of the corporation is:

2 Timor Street
Stuart, Florida 34996

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is 25,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The names and addresses of the persons signing these Articles

of Incorporation as incorporator is:

Thomas M. Crane
2 Timor Street
Stuart, Florida 34996

ARTICLE FIVE

The initial Board of Directors shall consist of three members. The names and addresses of the persons who will serve on the initial Board of Directors are:

Thomas M. Crane
2 Timor Street
Stuart, Florida 34996

Brooke J. Crane
2 Timor Street
Stuart, Florida 34996

Kevin Stanton
2 Timor Street
Stuart, Florida 34996

Alison Rogers Crane
2 Timor Street
Stuart, Florida 34996

ARTICLE SIX


The initial street address of the corporation's registered office is 2 Timor Street, Stuart, Florida 34996. The initial registered agent for the corporation at that address is

Thomas M. Crane
2 Timor Street
Stuart, Florida 34996

DURATION

The date when corporate existence shall begin is October 25, 1999, and the corporation shall exist perpetually.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 1999.



Thomas M. Crane

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **AQUATICAM, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.



Thomas M. Crane,
Registered Agent

Dated: October 18, 1999

FILED
99 OCT 19 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA