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FILED
99 OCT 22 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 19, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: UNDERSEA ART, INC.

EFFECTIVE DATE
10-19-99

400003022714--0
-10/22/99-01093-003
*****78.75 *****78.75

Dear Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 954-370-0245.

Sincerely,

Joseph Duclos
5020 SW 149 Avenue
Davie, FL 33331

D. BROWN OCT 25 1999

EFFECTIVE DATE
10-19-99

**ARTICLES OF INCORPORATION
OF
UNDERSEA ART, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

UNDERSEA ART, INC.

The address of the principal office of this corporation shall be: 5020 SW 149 AVENUE - DAVIE, FL 33331 and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences on OCTOBER 19, 1999.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices

in action, either as owner, broker, agent, or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: **5020 SW 149 AVENUE - DAVIE, FL 33331**

The name of the initial registered agent of this corporation at this address is: **JOSEPH DUCLOS**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increases or diminished from time to time by the by-laws. The name and address of initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
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JOSEPH DUCLOS	5020 SW 149 AVENUE - DAVIE, FL 33331
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
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JOSEPH DUCLOS	5020 SW 149 AVENUE - DAVIE, FL 33331
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ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation for the uses and purposes herein stated this
OCTOBER 19, 1999


JOSEPH DUCLOS

Subscriber

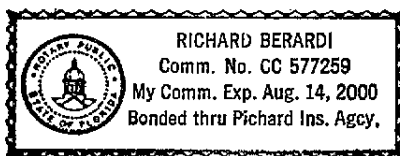
STATE OF FLORIDA)

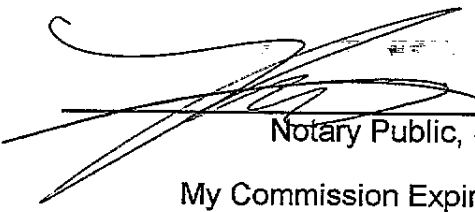
SS

COUNTY OF BROWARD)

BEFORE ME, an officer authorized to take acknowledgment in the
State and County set forth above, personally appeared JOSEPH
DUCLOS and well known to me to be the person described in and
executed the foregoing Articles of Incorporation, and acknowledged to
and before me that he executed the same freely and voluntarily for the
uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the State and County aforesaid, this 19 day of
October, 199 9.




Notary Public, State of Florida

My Commission Expires: 8/14/2000

**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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is
submitted in compliance with said Act: First - **UNDERSEA ART, INC.**
desiring to organize under the laws of the State of Florida has named
JOSEPH DUCLOS located at 5020 SW 149 AVENUE - DAVIE, FL 33331
as its agent to accept service of process within the state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

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 agree to comply with the provision of
said Act relative to keeping open said office.

By: _____

JOSEPH DUCLOS
(Resident Agent)