

P99000100723

DONALD L. BASS
7166 S.E. OSPREY STREET
HOBE SOUND, FLORIDA 33455

(561) 546-6620
FAX (561) 546-5637

November 4, 1999

000003044250--3
-11/15/99--01106--013
122.50 **78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Agua Resource Group, Inc.

Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also, enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass
Registered Agent

FILED
1999 NOV 15 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 17 1999

FILED

1999 NOV 15 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AGUA RESOURCE GROUP, INC.

THE UNDERSIGNED ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

AGUA RESOURCE GROUP, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 3201D MERIDIAN WAY SOUTH, PALM BEACH GARDENS, FL 33410 AND THE MAILING ADDRESS IS 3201D MERIDIAN WAY SOUTH, PALM BEACH GARDENS, FL 33410.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- (A) TO CARRY ON THE BUSINESS OF MARKETING BOATS AND MARINE ACCESSORIES TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.
- (B) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.
- (C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER
DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS
CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF
THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD
L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF
DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS
BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL
DIRECTORS OF THIS CORPORATION ARE:

DAVID E. WADDELL
3201 MERIDIAN WAY SOUTH
PALM BEACH GARDENS, FL 33410

VINCENT F. HRUSKA
10380 N.W. 41ST STREET
CORAL SPRINGS, FL 33065

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED
IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY
FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

DAVID E. WADDELL
3201D MERIDIAN WAY SOUTH
PALM BEACH GARDENS, FL 33410

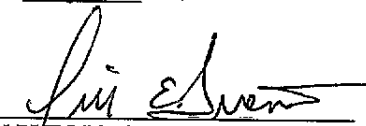
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE
ARTICLES OF INCORPORATION THIS 8 DAY OF November, 1999


DAVID E. WADDELL
SUBSCRIBER

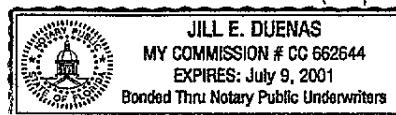
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED DAVID E.
WADDELL, KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D.
USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 8 DAY OF
November, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES: July 9, 2001



FILED

1999 NOV 15 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST: THAT AGUA RESOURCE GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 3201D MERIDIAN WAY SOUTH, CITY OF PALM BEACH GARDENS, STATE OF FLORIDA,
HAS NAMED DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND,
FLORIDA 33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DAVID E. WADDELL
PRESIDENT

11/8/99
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY
DUTIES.



DONALD L. BASS
REGISTERED AGENT

11/4/99
DATE