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MATTHEWS ACCOUNTING SERVICES, INC.

636 U.S. HIGHWAY ONE, SUITE 112

NORTH PALM BEACH, FL 33408

(561) 863-3314

Fax (561) 863-3135

November 16, 1999

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

800003049838--2  
-11/19/99--01071--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Bluewater Gear, Inc. along with a check in the amount of \$ 70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to me at the letterhead address with the filing date stamped on it.

Thank you,



Joseph Matthews  
Matthews Accounting Services, Inc.



Authorized by – Peter Smith  
Incorporator

FILED  
99 NOV 19 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN NOV 23 1999

## **ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### **ARTICLE 1: NAME**

The name of this corporation shall be as follows:

**Bluewater Gear, Inc.**

### **ARTICLE 2: NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

### **ARTICLE 3: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

### **ARTICLE 4: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

### **ARTICLE 5: TERM OF EXISTENCE**

This corporation is to have perpetual existence.

### **ARTICLE 6: ADDRESS**

The initial street address in the state of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**608 Greene Street  
Key West, Florida 33040**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

### **ARTICLE 7: BY-LAWS**

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

### **ARTICLE 8: AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any other amendments to them, and any right conferred upon the shareholder is subject to this reservation.

**FILED**  
99 NOV 19 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE 9: SUB CHAPTER S CORPORATION**

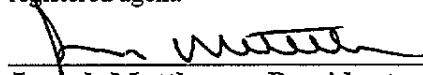
This corporation shall elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

## **ARTICLE 10: REGISTERED AGENT AND OFFICE**

The registered agent, as listed below with address, hereby accepts said designation by signature below:

**Matthews Accounting Services, Inc.**  
**636 U.S. Hwy. One, Suite 112**  
**North Palm Beach, Florida 33408**

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 am familiar with and accept the obligations of my position as registered agent.

  
**Joseph Matthews - President**  
**Matthews Accounting Service - Registered Agent**

## **ARTICLE 11: INITIAL BOARD OF DIRECTORS**

This corporation shall have <sup>four directors</sup> ~~7~~ initially. The number of directors may either be increased or decreased by the laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

**Peter Smith – President**  
**Lawrence Leone – Vice President**  
**Myrtle Leone – Secretary**  
**Muriel Smith - Treasurer**

## **ARTICLE 12: INCORPORATOR**

The name and personal address of the Incorporator:

**Peter Smith**  
**5480 North Ocean Drive**  
**Singer Island, Florida 33404**

As incorporator of Bluewater Gear, Inc. in witness thereof, I, Peter Smith, do hereby execute these Articles of Incorporation on November 16, 1999 and accept responsibility as registered agent.

  
**Peter Smith**  
**Incorporator – Bluewater Gear, Inc.**

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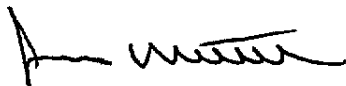
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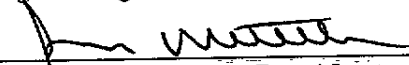
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**Peter Smith**  
**Incorporator - Bluewater Gear, Inc.**