

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000103196

Aquatic ~~Wonders~~ Wonders
USA, Inc.

800003054978--8
-11/29/99--01064--010
*****70.00 *****70.00

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
99 NOV 29 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS

Name _____

Date 11/29

Time 10:25

Walk-In _____

Will Pick Up _____

OB
11-29-99
4

**ARTICLES OF INCORPORATION
OF
AQUATIC WONDERS USA, INC.**

FILED
99 NOV 29 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Aquatic Wonders USA, Inc.

The principal place of business of this Corporation shall be 416 Drew Street, Clearwater, Florida 33755.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having \$1 par value per share

ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 416 Drew Street, Clearwater, Florida 33755, and the name of the initial registered agent of the Corporation at that address is James Schwartz who accepts the designation by his signature below. I am familiar with and accept the responsibilities as Registered Agent.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

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 at the price at which it is offered to others.

ARTICLE VII. DIRECTORS


This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:


James Schwartz
416 Drew Street
Clearwater, Florida 33755

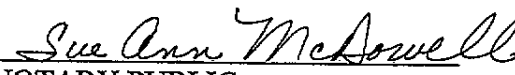
IN WITNESS WHEREOF, the undersigned authorized agent, James Schwartz, has hereunto set his hand and seal on this 19th day of November, 1999.


James Schwartz
Incorporator / Registered Agent

STATE USA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by James Schwartz who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.

 Sue Ann McDowell
MY COMMISSION # CC638918 EXPIRES
May 2, 2001
BONDED THRU TROY FAIN INSURANCE, INC.
Commission # _____
My Commission Expires: _____


NOTARY PUBLIC

FILED
99 NOV 29 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA