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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

h20, inc.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 15, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: H2O, INC.
REF: W05000038377

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Suzanne Hawkes
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Letter Number: 605A00051972

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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H050001924

ARTICLES OF INCORPORATION
OF
H2O INTERIORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and wee hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is H2O.INTERIORS, INC.

ARTICLE TWO-PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office of the corporation is 1930 Harrison Street, Suite 503, Hollywood, Florida 33020.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

Prepared By:
Fred Hochsztein, Esq.
HOCHSZTEIN & HARRISON-JOLLY, P.A.
1930 Harrison Street, Suite 503
Hollywood, Florida 33020

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ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.01 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of the initial director of the corporation is as follows:

VICTORIA HANSON	11367 NW 15 th Court Pembroke Pines, Florida 33026
CARLENE O'HARA	14650 South Beckley Square Davie, Florida 33325

ARTICLE SIX-REGISTERED AGENT

The Registered Agent shall be Fred Hochsztein, Esquire whose address is 1930 Harrison Street, Suite 503, Hollywood, Florida 33020.

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

FRED HOCHSZTEIN, Esq.	1930 Harrison Street, Suite 503 Hollywood, Florida 33020
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ARTICLE EIGHT-INITIAL OFFICERS

VICTORIA HANSON	President
CARLENE O'HARA	Vice President
CARLENE O'HARA	Secretary
VICTORIA HANSON	Treasurer

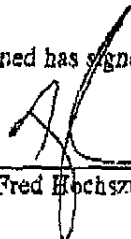
ARTICLE NINE - DURATION

The corporation shall have perpetual existence.

ARTICLE TEN - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this _____ day of August, 2005.



Fred Hochstein, Incorporator

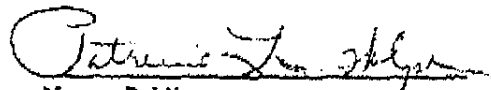
STATE OF FLORIDA)
)SS:
 COUNTY OF BROWARD)

BEFORE ME, personally appeared Fred Hochstein, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of August, 2005



Patricia L. Wolph
My Commission DD174651
Expires January 18, 2007



Notary Public

H2O INTERIORS INC

**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said

Act:

That H2O INTERIORS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, and the State of Florida, has named, Fred Hochsztein, ESQ., 1930 Harrison Street, Suite 503, Hollywood, Florida 33020 as its agent to accept service of process within its State.



INCORPORATOR

DATED: 8/15/05

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.



RESIDENT AGENT

DATED: 8/15

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