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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: BURKE & BLUE, P.A. ACCT#: 072100000111
 CONTACT: DONNA MILES OR DICK BERANEK FAX #: (850)784-0857
 PHONE: (850)769-1414

NAME: H2O INVESTMENTS, INC.
 AUDIT NUMBER.....H98000008570
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

MAY -6 AM 10:15

OF

H2O INVESTMENTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is H2O INVESTMENTS, Inc. The initial street address of the principal office is 122 Azalea Drive, Destin, Florida, 32541 and the mailing address is P.O. Box 5404, Destin, Florida, 32540.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 McKenzie Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Rob Blue, Jr.

Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time

ROB BLUE, JR., ESQ.
221 MCKENZIE AVENUE
PANAMA CITY, FL 32401
FLA BAR #0122450
(850) 769-1414

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to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Jeff R. Linn	608 Beach Drive, Destin, FL 32541
Thomas V. Knight	P.O. Box 5404, Destin, FL 32540
Derrick Woodyard	P.O. Box 5404, Destin, FL 32540
John K. Rilee	P.O. Box 5404, Destin, FL 32540

Article VII - Incorporators

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

Rob Blue, Jr.	221 McKenzie Avenue
	Panama City, Florida 32401

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. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by 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 - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto

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executed these Articles of Incorporation this 5th day of May, 1998.

Rob Blue, Jr.
Rob Blue, Jr.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 5th day of May 1998, by Rob Blue, Jr., who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)

Diana Jo Fauchaux

(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That H2O Investments, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Destin, County of Walton, State of Florida, has named Rob Blue, Jr., located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 Act relative to keeping open said office.

Rob Blue Jr.
Rob Blue Jr.
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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