

TRANSMITTAL LETTER

P 99000080403

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP - 3 PM 12: 35

FILED

SUBJECT: H2O TROPICAL DESIGN, INC
(Proposed corporate name - must include suffix)

500002978065-2
-09/03/99-01025-007
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: American Accounting Inc.
Name (Printed or typed)

2011 NE 24th St
Address

No Miami Beach FL 33179
City, State & Zip

305-653-7350
Daytime Telephone number

SEP 10 1999

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
H2O Tropical Designs, Inc

ARTICLE I - NAME

The name of the Corporation is H2O Tropical Designs, Inc

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes:

- A) To engage in landscaping.
- B) To purchase the corporate assets of any other Corporation and engage in the same or other character of business.
- C) To exercise all powers convenient to, incident to or necessary in the proper conduct of its business, which are granted to a corporation for profit under the Laws of the State of Florida.

ARTICLE III - STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of Common Stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America, the just value thereof be fixed by the Board of Directors of the Corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

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ARTICLE V - REGISTERED AGENT

The registered agent shall be Harlan Betts at 1526 NE 110th Street Miami, FL 33161

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two directors. The number of directors shall either be increased or diminished from time to time by the bylaws but shall never be less than one. The Names and Addresses of the Board of Directors are:

Harlan Betts	1526 NE 110 th Street Miami, FL 33161
Oscar Dantas	1526 NE 110 th Street Miami, FL 33161

ARTICLE VII - INCORPORATION

The name and address of the person signing this article is:

Harlan Betts	1526 NE 110 th Street Miami, FL 33161
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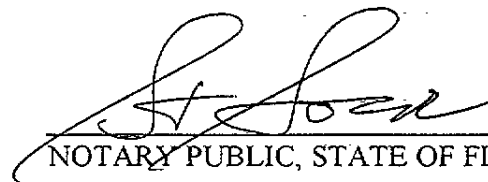
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation This 31 day of August, 1999

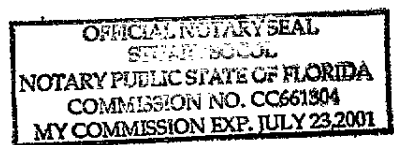

Harlan Betts

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Harlan Betts.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 31 day of August, 1999


NOTARY PUBLIC, STATE OF FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607 037, H2O Tropical Designs, Inc. a Corporation under the Laws of The State of Florida with its principal office located at 1526 NE 110th Street Miami, FL 33161 has named, Harlan Betts located at 1526 NE 110th Street Miami, FL 33161, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS

Harlan Betts-President

Oscar Dantas-Vice Pres

ADDRESS

1526 NE 110th Street
Miami, FL 33161

1526 NE 110th Street
Miami, FL 33161

NEWLY ELECTED DIRECTORS

Harlan Betts

Oscar Dantas

ADDRESS

1526 NE 110th Street
Miami, FL 33161

1526 NE 110th Street
Miami, FL 33161

By: Harlan Betts

I agree as Registered Agent to accept service of process; to keep office during prescribed hours; to post my Name in some conspicuous place in the office as required by law.

Harlan Betts
REGISTERED AGENT

Filing Fees: \$3.00