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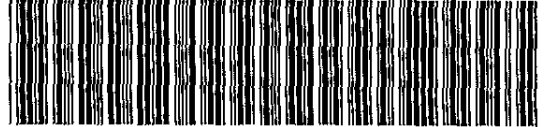
(Business Entity Name)

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**TRANSMITTAL LETTER**

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

**SUBJECT:** Pure System Water Treatment Technologies Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are 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 checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Edwin Cerezo  
Name (Printed or typed)

1621 Nightfall Drive  
Address

Clermont, Fl 34711  
City, State & Zip

352-552-2259  
Daytime Telephone number

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

Pure Systems Water Treatment Technologies, Inc.

**ARTICLES OF INCORPORATION OF PURE SYSTEMS WATER TECHNOLOGIES**

The undersigned subscribers to these Articles of Incorporation are a natural person competent to contract and hereby form for Profit Corporation under Section 607 of the Florida Statutes.

**ARTICLE 1-NAME**

The Name of the Corporation is PURE SYSTEMS WATER TECHNOLOGIES, INC. (Hereinafter, "Corporation").

**ARTICLE 2-PURPOSE OF CORPORATION**

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and State of Florida.

**ARTICLE 3-PRINCIPAL OFFICE**

The Address of the Principal office of this Corporation is 1621 Nightfall Drive, Clermont, FL. 34711 and the mailing address is the same.

**ARTICLE 4-INCORPORATORS**

The Name and Street Address of the Incorporators of this Corporation are:

Name	Address
Edwin Cerezo	1621 Nightfall Drive, Clermont, FL 34711

**ARTICLE 5-OFFICERS**

The Officers of the Corporation shall be:

**President: Edwin Cerezo**  
*Whose Addresses shall be the same as the principal Address of the Corporation.*

**ARTICLE 6-DIRECTORS**

The Directors of the Corporation shall be:  
Edwin Cerezo  
*Whose Addresses shall be the same as the principal Address of the Corporation.*

**ARTICLE 7-CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at this time is seven hundred thousand (1,000) shares of common stock, each share having the pay value of one dollar (\$1.00).

**7.2**

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

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Pure Systems Water Treatment Technologies, Inc.

**7.3**

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

**7.4**

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE 8-POWER OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 9-TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 10-REGISTERED OWNERS**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 11- REGISTERED OFFICE AND REGISTERED AGENT**

The Initial Address of the registered office of this corporation is 1621 Nightfall Drive, Clermont, FL 34711. The name and address of the registered agent of this Corporation is Edwin Cerezo, 1621 Nightfall Drive, Clermont, FL 34711.

**ARTICLE 12 -BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent, or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number Directors equal to a majority of the number who would constitute a full Board of Directors at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 13- EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Pure Systems Water Treatment Technologies, Inc.

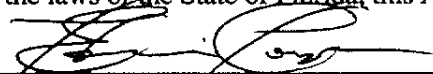
**ARTICLE 14- AMENDMENT**

The Corporation reserves the right to amend, alter change or repeal any provision contained in these Articles of Incorporation, or to any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE 15- SHAREHOLDER RESTRICTIVE AGREEMENT**

The Board of Directors of the Corporation shall not be held accountable for the actions of any one individual board member or employee of the corporation. All shareholders personal holdings are to be indemnified of any legal action taken against the corporation.


IN WITNESS WHEREOF, signed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this April 5, 2004

  
\_\_\_\_\_  
Edwin Cerezo, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATE IN ARTICLES OF INCORPORATION**

Edwin Cerezo having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:

  
\_\_\_\_\_  
Edwin Cerezo

**WAIVER OF NOTICE OF ORGANIZATION MEETING OF DIRECTORS OF PURE SYSTEMS WATER TECHNOLOGIES, INC.**

We, the undersigned, being all the Directors named in the Articles of the Incorporation of the above named Corporation hereby agree and consent that the Organization Meeting of the Board of Directors be held on the date and at the time and place stated below for the purpose of electing officers and the transactions of all such other business as made lawfully come before said meeting and hereby all notice at the meeting and adjournment thereof.

Place of Meeting: 1621 Nightfall Drive, Clermont, Florida, 34711  
Date of Meeting: April 5, 2004

Time of Meeting: 3:00 PM

  
\_\_\_\_\_  
Edwin Cerezo, Director

**MINUTES OF PURE SYSTEMS WATER TECHNOLOGIES, INC.**

**MINUTES OF ORGANIZATION MEETING OF DIRECTORS OF PURE SYSTEMS WATER TECHNOLOGIES, INC.**

Pure Systems Water Treatment Technologies, Inc.

The Organization Meeting of the board of directors was held at 1621 Nightfall Drive, Clermont, FL 34711 on the 5th of April at 3 o'clock this PM.

The following were present:  
Edwin Cerezo

Being a quorum and all of the Directors of the Corporation.

The secretary then presented and read to the meeting a copy of the articles of incorporation of the corporation and reported that on the 5th day of April 2004, the original thereof was duly file by the office of the Secretary of State of Florida.

Upon motion duly made, seconded and carried said report was adopted and the secretary was direct to append to these minutes a copy of the Articles of Incorporation.

The secretary presented and read the minutes of first meeting of incorporators of the corporation.

Upon motion duly made, seconded and carried, said the minutes of the first meeting of incorporators of the corporation were in all respect ratified, confirmed and approved as adopted by the incorporators and the secretary was directed to file these among the corporation's records.

The following were duly nominated and, a vote having been taken, were unanimously elected offices of the corporation to serve for one year and or until successors are elected;

**President:** Edwin Cerezo

The president and secretary thereupon their respective offices in place and stead of the temporary chairman and the temporary secretary. The president presented and read, article-by-article, the proposed bylaws for the conduct and regulation of the business and affairs of the corporation as prepared by Fernando Leano, secretary for the corporation. Upon motion duly made, seconded and carried they were adopted and in all respects, ratified, confirmed and approved, as adopted as and for the bylaws of this corporation.

The secretary was directed to cause them to be inserted in the minute book of the corporation.

Upon motion duly made, seconded and carried, it was RESOLVED that the president and treasurer be and they hereby are authorized to issue certificates for shares in the form as submitted to this and appended to the minutes of this meeting, and further.

Upon motion duly made, seconded and carried, it was RESOLVED that the secretary and president, be and hereby is authorized to open a bank account of the corporation, a resolution for purpose on the printed form of said bank was adopted and was ordered appended to the minutes of this meeting.

RESOLVED that the president, Edwin Cerezo, be and hereby is authorized be the only signatures on the corporation Account.

Upon motion duly made, seconded and carried it was RESOLVED that the president be and hereby is authorized to designate the principal office of the corporation in the State of Florida as office for service of process upon the corporation and designate such agent or agents for service of process as the president may deem advisable from time to time, and to file with the Secretary of State, immediately and thereafter as required, the appropriate certificates designating the office of and agent or agents for services of process on this corporation.

Pure Systems Water Treatment Technologies, Inc.

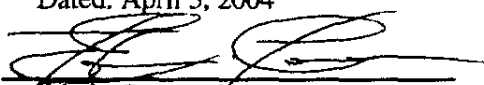
RESOLVED that delivery to the corporation of said asset and the execution and delivery of such proper instrument as may be necessary to transfer and convey the same to the corporation, the officers of this corporation are authorized and execute and delivered to the certificate or certificates for such shares as are required to be issued and delivered to the consideration of;

Name	Address	Shares
Eric Cerezo	1621 Nightfall Drive, Clermont, FL 34711	1
Edwin Cerezo	1621 Nightfall Drive, Clermont, FL 34711	501
Paul Friedland	2010 Taylor Street, Hollywood FL 33020	1
Fernando Leano	322 Chicago Woods Cir., Orlando, FL 32824	1

After fixing a record date for a meeting, the corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a shareholders meeting.

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification . There being no further business before the meeting, on motion duly made, seconded, the meeting was adjourned.

Dated: April 5, 2004

  
Edwin Cerezo, Secretary

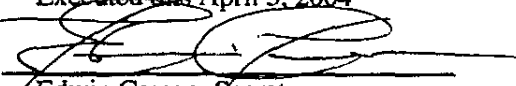
#### ASSIGNMENT OF INCORPORATORS INTEREST

I hereby assign to:

Edwin Cerezo

All my right, title and interest as an Incorporator of PURE SYSTEMS WATER TECHNOLOGIES, INC. a corporation organized under the State of Florida.

Executed this April 5, 2004

  
Edwin Cerezo, Secretary

#### MINUTES OF THE FIRST MEETING OF MINUTES OF INCORPORATORS OF PURE SYSTEMS WATER TECHNOLOGIES, INC.

Held at 1621 Nightfall Drive, Clermont, FL 34711 on the 5th of April, 2004 at 3:00 o'clock p.m., Edwin Cerezo, President and incorporator listed in the articles of incorporation of this corporation called the meeting to order.

On motion duly made, seconded and carried, Edwin Cerezo was elected President of the meeting and Edwin Cerezo, Secretary thereof.

The President and Secretary accepted their respective offices, and proceeded with the discharge of their duties.

Pure Systems Water Treatment Technologies, Inc.

The following being all of the incorporators to the articles of incorporation were present in person;

Name	Address
Edwin Cerezo	1621 Nightfall Drive, Clermont, FL 34711

A write waiver of notice of the time and place of holding the present meeting, signed by all of the incorporators of this corporation was then presented and read by the Secretary, and the same was ordered filed and spread at length upon the minutes.

The secretary then presented and read to the meeting a copy of the Articles of Incorporation of the corporation and reported that on the 5th day of April 2004, the original thereof was filed in the office of the Secretary of State; that the filing fee and taxes have been paid, and on motion duly and carries, it was RESOLVED that said report be accepted as correct and the secretary is directed to spread a copy of said Articles of Incorporation and receipt at length upon these minutes.

Upon motion duly made, seconded and unanimously carried, it was RESOLVED that this Corporation shall have a board of directors consisting of one(1) member.

Upon motion duly made, seconded and unanimously carried, the following named persons were elected as Directors of the corporation to serve until the next annual meeting of the Stockholders or until successors are duly elected and qualified:

Edwin Cerezo

Upon motion duly made, seconded and unanimously carries, it was RESOLVED that Eric Cerezo, if requested by the corporation, shall be appointed treasurer of this corporation for the sole purpose of completing and submitting to the Internal Revenue Service form SS-4, Application for Employer Identification Number.

Upon motion duly made, seconded and unanimously carried, it was RESOLVED that the board of directors be and they are hereby authorized to issue all of the unsubscribe capital stock of this corporation at such time and in such amounts as shall be determined by the board, and to accept in payment thereof money, labor done, labor for future services, or such property as the board of directors may determine may be necessary of the use and lawful purposes of the corporation.


The Chairman then submitted for the consideration of the meeting a set of proposed bylaws and stated that the same had been prepared by the accountant for the corporation in accordance with the instructions of the incorporators.

The same were then taken up, read and considered, clause by clause, and adopted as the bylaws of the corporation.

On motion duly made, seconded and unanimously carried, the secretary was directed to append the said bylaws at length in the minute book.

There being no further business before the meeting, the same was, on motion duly adjourned.

Dated: 5<sup>th</sup> of April 2004

  
Edwin Cerezo, Secretary

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