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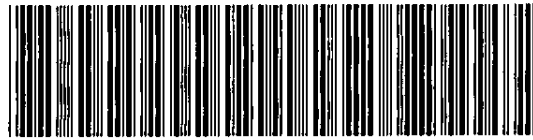
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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Pure O<sup>2</sup> Environmental, Inc*

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TALLAHASSEE FLORIDA**

- 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 \_\_\_\_\_

Signature

Requested by: *[Signature]*

Name

Date

Time

*5/14*

*Am*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PURE O<sup>2</sup> ENVIRONMENTAL, INC.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is **PURE O<sup>2</sup> ENVIRONMENTAL, INC.**

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue perpetual.

**ARTICLE IV  
SHARES**

4.1. The capital stock of this corporation shall consist of 1,000,000,000 shares of common stock, no par value and 1,000,000,000 shares of preferred stock, no par value.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

## **SERIES A PREFERRED STOCK**

1. Creation of Series A Preferred Stock. There is hereby created a series of Preferred Stock consisting of 7,000,000 shares and designated as the Series A Convertible Preferred Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. No dividends shall be paid with respect to the Shares of Series A Preferred Stock.

3. Redemption Provisions. Each share of Series A Convertible Preferred Stock shall be convertible at the option of the holder into 1,000 shares of common stock of the Company.

4. Voting Provisions. Each share of Series A Convertible Preferred Stock shall be entitled to 1,000 votes per share.

## **ARTICLE V PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 7695 S.W. 104<sup>th</sup> Street, Suite 210, Miami, FL 33156. The Board of Directors may at any time move the principal office of this corporation.

## **ARTICLE VI DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) which may be increased or decreased from time to time in the manner provided in the By-Laws.

The number or person constituting the initial Board of Directors shall be one (1). The Board of Directors shall be elected by the Stockholders of the corporation at such a manner as provided in the By-Laws. The name and addresses of initial Board of Directors and officers are as follows:

Mitchell Sander  
7695 S.W. 104<sup>th</sup> Street  
Suite 210  
Miami, FL 33156

President/Director

**ARTICLE VII  
DENIAL OF PREEMPTIVE RIGHTS**

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

**ARTICLE VIII  
AMENDMENT OF -BY-LAWS**

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

**ARTICLE IX  
SHAREHOLDERS**

9.1 Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation.

9.2 Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

9.3 Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

9.4 Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X  
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril

as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI  
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now hereafter a direct or indirect interest in such contract.

**ARTICLE XII  
SUBSCRIBER**

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


Mitchell Sandler  
7695 S.W. 104<sup>th</sup> Street  
Suite 210  
Miami, FL 33156

**ARTICLE XIII  
RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

Eric P. Littman  
7695 SW 104<sup>th</sup> Street  
Suite 210  
Miami, FL 33156

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on May 12, 2010

  
\_\_\_\_\_  
Mitchell Sandler, Subscriber

**FILED**  
10 MAY 14 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Having been named to accept service of process for **PURE O<sup>2</sup> ENVIRONMENTAL, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman

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10 MAY 14 AM 11:07  
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TALLAHASSEE FLORIDA