

FOI 000000 1060

STEPHEN H. ARTMAN, P.A.

Attorneys at Law

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908 South Florida Avenue
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Lakeland, FL 33803
(863) 688-5252
(863) 688-5055 FAX

February 2, 2001

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: Register foreign profit corporation
Arctic Industries, Inc.

W01-2835

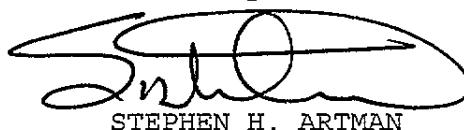
Dear Sir or Madam:

Please find enclosed the following completed documents to register Arctic Industries, Inc., a Nevada corporation, to transact business in Florida:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Original certificate of existence of Arctic Industries, Inc., certified on January 26, 2001;
4. Copy of Articles of Incorporation of Arctic Industries, Inc.;
5. Check in the amount of \$87.50 which represents filing fee, certificate of status and certified copy

Thank you for your kind attention to this matter.

Sincerely,



STEPHEN H. ARTMAN

SHA/ch
Enclosures
cc: C. Lamar Bell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Arctic Industries, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephen H. Artman, Esquire

(Name of Person)

Stephen H. Artman, P.A.

(Firm/Company)

908 South Florida Avenue, Suite 102

(Address)

Lakeland, FL 33803

(City/State and Zip code)

For further information concerning this matter, please call:

Stephen H. Artman at (863) 688-5252

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2001

STEPHEN H. ARTMAN PA
908 SOUTH FLORIDA AVENUE
STE 102, COLONIAL BLDG.
LAKELAND, FL 33803

SUBJECT: ARCTIC INDUSTRIES, INC.
Ref. Number: W01000002835

We have received your document for ARCTIC INDUSTRIES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 701A00007267

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TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS
OF
ARCTIC INDUSTRIES, INC.

I, the undersigned, Charles M. Bell, do hereby certify that this Resolution of the Board of Directors of ARCTIC INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of Nevada was duly adopted on June 4, 1996.

Be it resolved, that ARCTIC INDUSTRIES, INC., organized and existing in the State of Nevada, hereby adopts the name of ARCTIC INDUSTRIES OF CENTRAL FLORIDA, INC., for use in Florida.

Dated: February 16, 2001.

ARCTIC INDUSTRIES, INC.


Charles M. Bell - President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ARCTIC INDUSTRIES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEVADA
(State or country under the law of which it is incorporated)
3. 88-036441B
(FEI number, if applicable)
4. JULY 1996
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 5902 MEMORIAL HWY, STE. 613 TAMPA, FL 33615
(Principal office address)
5902 MEMORIAL HWY, STE. 613 TAMPA, FL 33615
(Current mailing address)
8. RETAIL PURIFIED DRINKING WATER
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C. LAMAR BELL
Office Address: 5902 MEMORIAL HWY, STE. 613
TAMPA, Florida 33615
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C. Lamar Bell
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12 Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN A. HILLAddress: 33 AVON LANEBROOKVILLE, NY 10708

Vice Chairman: _____

Address: _____

Director: CHARLES M. BELLAddress: 1335 MEMPHIS ST.HARLINGEN, TX 78550

Director: _____

Address: _____

B. OFFICERS

President: CHARLES M. BELLAddress: 1335 MEMPHIS ST.HARLINGEN, TX 78550Vice President: C. LAMAR BELLAddress: 5902 MEMORIAL HWY, STE. 613TAMPA, FL 33615

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

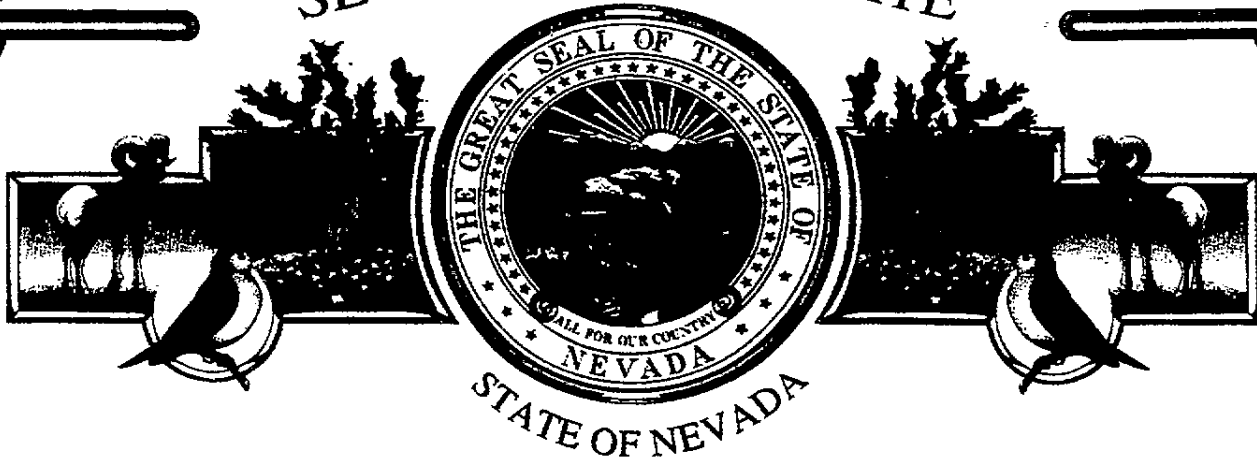
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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. Lamar Bell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. C. LAMAR BELL, VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ARCTIC INDUSTRIES, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 4, 1996 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 12, 1997.



Dean Heller

Secretary of State

By

Linda Rojas
Certification Clerk

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TALLAHASSEE, FLORIDA