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KARL W. BOYLES, JR.
ATTORNEY AND COUNSELOR AT LAW

POST OFFICE BOX 13464
PENSACOLA, FLORIDA 32591-3464

1121 N. 9TH AVE.
TELEPHONE (850) 433-9225
FAX (850) 434-7898

January 21, 2004

**Department of State**
**Division of Corporations**
**P.O. Box 6327**
**Tallahassee. FL 32301**

Re: AAA WATER PURIFICATION, INC.

Dear Sirs:

Regarding the formation of the above corporation, please find enclosed an original and one copy of the Articles of Incorporation and Registered Agent's Certificate for the above named corporation. Also enclosed is my check to cover the following expenses:

| | |
|---|---|
| Filing Fee | $35.00 |
| Certified Copy | 8.75 |
| Registered Agent | 35.00 |
| TOTAL | $ 78.75 |

Thank you for your assistance in this matter.

Yours very truly,

Debra Turi

Debra M. Turi, Secretary to
Karl W. Boyles, Jr., Esquire

dmt
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

# AAA WATER PURIFICATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

## ARTICLE I: NAME

The name of the corporation is: **AAA WATER PURIFICATION, INC.**

The principal mailing address of the corporation is 4904 North "W" Street, Pensacola, FL 32505..

## ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act, effective January 1, 1976. The business to be transacted shall include, but not be limited to the manufacturing and retailing of water purification equipment, etc., and the corporation shall be empowered to purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

## ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar ($1.00) par value common stock.

## ARTICLE IV: TERM OF EXISTENCE

**This corporation shall have perpetual existence and its existence shall commence upon the date of execution or within five (5) days of receipt of documents by the Secretary of State,**

**whichever is later, and acknowledgment of these articles.**

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4904 North "W" Street, Pensacola, Florida 32505, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is STEPHEN RUSSO.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Stephen Russo
4904 N. "W" Street
Pensacola, FL 32505

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

Karl W. Boyles, Jr.
1121 North Ninth Avenue
Pensacola, Florida 32501

ARTICLE IX: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X: TRANSFER OF STOCK

No stockholder, the executor or administrator of any deceased stockholders shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make sure transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders pre-emptive rights of purchase as conditions precedent to the sale of stock.

ARTICLE XI: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 3rd day of February, 2004.

KARL W. BOYLES, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE me, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared KARL W. BOYLES, JR., personally known to me, who did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 3rd day of February, 2004.

Debra M Turi
NOTARY PUBLIC

DEBRA M. TURI
MY COMMISSION # DD 235254
EXPIRES: September 23, 2007
Bonded Thru Notary Public Underwriters

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, THAT AAA WATER PURIFICATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Escambia County, Florida, has named STEPHEN RUSSO as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 4904 North "W" Street, Pensacola, Florida 32505 the 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.

STEPHEN RUSSO

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FLORIDA DEPT. OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 3rd day of February, 2004.

NOTARY PUBLIC

DEBRA M. TURI
MY COMMISSION # DD 235254
EXPIRES: September 23, 2007
Bonded Thru Notary Public Underwriters