F97000000795

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~067550~~ 86319A

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 35.00

ORDER DATE : December 16, 1998

ORDER TIME : 10:51 AM

ORDER NO. : 067550

CUSTOMER NO: 86319A

800002714058--3

CUSTOMER: Michael F. Davis, Esq
Michael C. Berry, Sr., Esq
Suite 214
501 South Fort Harrison
Clearwater, FL 33756

FILED
98 DEC 17 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: AQUA CLARA BOTTLING & DISTRIBUTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

RECEIVED
98 DEC 17 AM 8:47
DIVISION OF CORPORATIONS

RA change

TLL DEC 17 1998

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Colorado *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: Aqua Clara Bottling & Distribution, Inc.

2. The mailing address of the corporation is: 1315 Cleveland Street
Clearwater, FL 33755

3. Date of incorporation/qualification: 2/13/97 Document number: F97000000795

4. The name and address of the current registered agent and office:

John S. McAvoy
10720 72nd Street North
Largo, FL 33777-1518

FILED
98 DEC 17 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[signature] 12/14/98
(Signature of an officer, chairman or vice chairman of the board) (Date)

John C. Plunkett, President 12/14/98
(Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Karen B. Rozar 12/16/98
(Signature of Registered Agent) (Date)

If signing on behalf of an entity: Karen B. Rozar. Asst. Sec.
Corporation Service Company

(Typed or Printed Name) (Capacity)

CR2E045(4/95)

FILING FEE: $35.00