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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BRASWELL FACTORY WATER STORE, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

600002972946--8
-08/30/99--01026--014
*****70.00 *****70.00

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:

PAUL EMMENDORFER
(Name of Person)
BRASWELL FACTORY WATER STORE, INC.
(Firm/Company)
415 E. WASHINGTON
(Address)
JACKSON, MO 63755
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

PAUL EMMENDORFER at (573) 243-3660
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. BRASWELL FACTORY WATER STORE, 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. MISSOURI 3. 43-1553396
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JULY 19, 1990 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 16, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 415 E. WASHINGTON STREET
JACKSON, MO 63755
(Current mailing address)

8. RETAIL SALES OF WATER SOFTENERS AND RELATED PRODUCTS
(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: MICHAEL GENNARO
Office Address: 4635 DEL PRADO BLVD. S.
CAPE CORAL, Florida, 33904
(Zip code)

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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.

Michael Gennaro
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: FRANK D. EMMENDORFER

Address: 2550 ALLENDALE

CAPE GIRARDEAU, MO 63701

Vice Chairman: PAUL EMMENDORFER

Address: 2819 WHITENER

CAPE GIRARDEAU, MO 63701

Director: MARCIA THOMPSON

Address: 2988 BAINBRIDGE ROAD

JACKSON, MO 63755

Director: A. E. BYRD

Address: 1903 WEISSINGER LANE

CAPE GIRARDEAU, MO 63701

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: PAUL EMMENDORFER

Address: 2819 WHITENER

CAPE GIRARDEAU, MO 63701

Vice President: _____

Address: _____

Secretary: MARCIA THOMPSON

Address: 2988 BAINBRIDGE ROAD

JACKSON, MO 63755

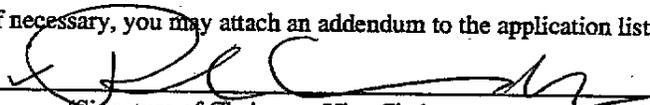
Treasurer: A. E. BYRD

Address: 1903 WEISSINGER LANE

CAPE GIRARDEAU, MO 63701

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ✓ Paul Emmendorfer Vice Chairman
(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT BRASWELL FACTORY WATER STORE, INC.

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DIVISION OF CORPORATIONS

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 19TH DAY OF JULY, 1990, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 18TH DAY OF AUGUST, 1999.

Rebecca McDowell Cook
Secretary of State

