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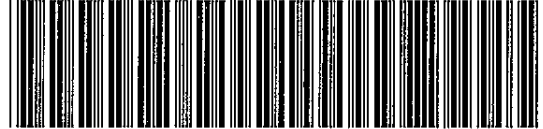
(Business Entity Name)

(Document Number)

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*Restated
Articles &
Name Change*

04/30/04--01030--025 **43.75

DIVISION OF CORPORATION

04 APR 30 PM 12:05


RECEIVED

ADJ
4/30/04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 APR 30 PM 4:14
FILED



236 East 6th Avenue . Tallahassee, Florida 32303

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FILING *Amend*

1.) *Hundred Mile Plus Ltd., Inc.*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**RESTATED ARTICLES OF INCORPORATION
OF
HUNDRED MILE PLUS LTD., INC.**

FILED
04 APR 30 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hundred Mile Plus Ltd., Inc., a corporation organized and existing under the laws of the State of Florida (the "Company"), hereby certifies as follows:

1. The name of the Company is Hundred Mile Plus Ltd., Inc.
2. The original Articles of Incorporation of the Company was filed with the Secretary of State of the State of Florida on February 9, 1989 under the name "CTC 3, Inc."
3. The Company has declared a 1-for-30.56 reverse split of its shares of common stock, par value \$0.001 per share, and changed the par value of the shares of common stock to \$0.031 per share.
4. This Restated Articles of Incorporation amends, restates and integrates the provisions of the Articles of Incorporation, as currently in effect, pursuant to unanimous resolutions adopted by the Board of Directors of the Company and pursuant to a written consent adopted by holders of a majority of the issued and outstanding capital stock of the Company entitled to vote thereon and in accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. on April 24, 2004
5. The text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation is **Ultra Pure Water Technologies, Inc.** (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Florida is 236 E. 6th Avenue, Tallahassee, Florida 32303. The registered agent for service of process at such address is Paracorp, Inc.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated common stock ("Common Stock") and preferred stock ("Preferred Stock"). The number of shares of Common Stock authorized to be issued is Two Hundred Million (200,000,000), par value \$0.031 per share. The number of shares of Preferred Stock authorized to be issued is Fifty Million (50,000,000), par value \$0.001 per share.

Preferred Stock may be issued from time to time in one or more series, without further shareholder approval. The Board of Directors is hereby authorized, in the resolution or resolutions adopted by the Board of Directors providing for the issue of any wholly unissued series of Preferred Stock, within the limitations and restrictions stated in this Restated Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, preemptive rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

Except as otherwise provided in this Restated Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VI

The number of directors shall be fixed from time to time by the Board of Directors. The number of directors of the Corporation shall be fixed from time to time by the Board of Directors as provided in the Bylaws of the Corporation.

Any vacancies in the Board of Directors for any reason, and any created Directorships resulting from any increase in the number of Directors, may be filled by the Board of Directors, acting by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, and any Director so chosen shall hold office until the next annual election of the Board of Directors and until his successor is duly elected and shall qualify, unless sooner displaced.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII

Any action required to be taken or that may be taken at any annual or special meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote, if, in addition to any affirmative consent otherwise required by applicable law, a consent in writing setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing. The manner of shareholder action by consent, including any consent by electronic transmission, shall be governed by this Restated Articles of Incorporation, the Bylaws, and the Florida Business Corporation Law.

ARTICLE IX

A director of the Corporation shall, to the fullest extent permitted by the Florida Business Corporation Law as it now exists or as it may hereafter be amended, not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Law is amended, after approval by the shareholders of this Article, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Law, as so amended.

Any amendment, repeal or modification of this Article IX, or the adoption of any provision of these Articles of Incorporation inconsistent with this Article IX, by the shareholders of the Corporation shall not apply to or adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal, modification or adoption.

ARTICLE X

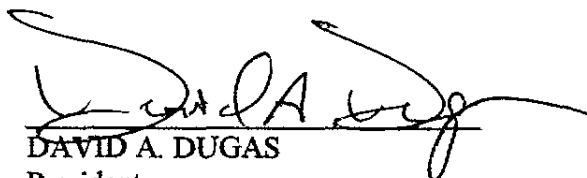
In addition to any vote of the holders of any class or series of the stock of the Corporation required by law or by this Restated Articles of Incorporation, the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal any provision of this Restated Articles of Incorporation not specified in the preceding sentence.

ARTICLE XI

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which Florida Business Corporation Law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Florida Business Corporation Law, subject only to limits created by applicable Florida Business Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its shareholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

IN WITNES WHEREOF, the Company has caused this Restated Articles of Incorporation to be executed by the undersigned as its duly authorized representative as of this 24th day of April, 2004.



DAVID A. DUGAS
President