

CAPITAL CONNECTION, INC.

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L15520

Pure 420 Bio-Technologies
INC

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*****43.75 *****43.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Walk-In

9/1/00

Date

12:08

Time

Will Pick Up

FILED
00 SEP -1 PM 2:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
00 SEP -1 PM 1:26
TALLAHASSEE FLORIDA
SECRETARY OF STATE

9/5/00

PURE H2O BIO-TECHNOLOGIES, INC.
CERTIFICATE OF THE DESIGNATION,
PREFERENCES, RIGHTS AND LIMITATIONS
OF THE SERIES A PREFERRED STOCK

00 SEP -1 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

We, Joseph P. Doxey, President and Bruce W. Keihner, Assistant Secretary, of Pure H2O Bio-Technologies, Inc., (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, in accordance with the provisions of Section 607.0602 thereof, do hereby certify:

That pursuant to authority conferred upon the Board of Directors of the Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation") Corporation by said Board of Directors, at a meeting duly held and convened on July 5, 2000, at which a quorum was present and acting throughout, duly authorized and adopted the following resolution providing for the issuance of a series of the Corporation's preferred stock, \$.001 par value, to be designated Series A Preferred Stock.

RESOLVED, that an issue of a series of the preferred stock of the Corporation, designated Series A Preferred Stock (herein referred to as "Preferred Stock") and consisting of 1,000 shares, is hereby provided for and the powers, preferences and relative and other special rights, and the qualifications, limitations and restrictions thereof, are hereby fixed as follows:

1. Parity and Priority. Shares of the Preferred Stock shall rank equal to and on a parity with its Common Stock, \$.001 par value ("Common Stock"), with respect to the payment of dividends and the distribution of assets.

2. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of shares of the Preferred Stock shall be entitled to receive, out of the assets of the Corporation, whether such assets are capital or surplus and whether or not any dividends as such are declared if such liquidation, dissolution or winding up is involuntary or voluntary, \$1.00 per share before any distribution shall be made to the holders of the Common Stock or any other class of stock or series thereof ranking junior to the Preferred Stock with respect to the distribution of assets.

3. Voting Rights. The holders of the Preferred Stock shall have full voting rights as required by law and such additional voting rights as are set forth below:

(a) (1) Upon Issuance of the Preferred Stock, the number of directors constituting the Board of Directors of the Corporation shall be increased by three (3) for a total of seven (7) Directors, and the holders of the Preferred Stock (voting together as a class) shall have the

exclusive right to elect four (4) directors. This right shall remain vested as long as the Preferred Stock is outstanding.

(2) Any vacancy caused by the death or resignation of a director who shall have been elected in accordance with this subparagraph (a) may be filled only by holders of the outstanding shares of the Preferred Stock voting as a class, at a meeting called for such purpose or by written consent of the majority of the holders of Preferred Stock entitled to vote. Such meeting shall be called by the President of the Corporation at the earliest practicable date after such death or resignation and in any event within 10 days after receipt of a written request signed by the holders of record of at least 10% of the outstanding shares of Preferred Stock entitled to vote.

(3) The holders of the Preferred Stock shall be entitled to vote separately as a class on all matters presented to the shareholders of the Corporation, except such Preferred Stock shall not be entitled to vote for the three (3) directors to be elected by the holders of the Corporation's common stock.

(b) So long as any of the Preferred Stock is outstanding, the Corporation will not: (i) without the consent of the holders of at least 66 2/3% of the shares of Preferred Stock so entitled to vote or such greater number of shares as shall then be required by the Articles of Incorporation of the Corporation or by law, by a vote at a meeting of such holders or by written consent of such holders without a meeting, (1) authorize or designate, or increase the authorized amount of, or create any obligation or security convertible into or evidencing a right to purchase, any series of the preferred stock or any additional class of stock ranking prior to the Preferred Stock as to liquidation or entitling the holders thereof to more than one vote per share on matters on which they are entitled to vote as a class with the Preferred Stock or (2) amend, alter or repeal any provision of the Company's Articles of Incorporation or By-Laws so as to adversely affect the rights, powers or preferences of the shares of Preferred Stock; (ii) without the consent of the holders of at least a majority of the shares of Preferred Stock so entitled to vote or such greater number of shares as shall then be required by the Articles of Incorporation of the Corporation or by law, by a vote at a meeting of such holders or by written consent of such holders without a meeting increase or decrease the aggregate number of authorized shares of Preferred Stock or issue any additional shares of series A Preferred Stock or any new class or series of preferred stock.

4. Convertibility. Shares of the Preferred Stock shall not be convertible.

IN WITNESS WHEREOF, said Pure H2O Bio-Technologies, Inc. has caused this Certificate to be signed by Joseph P. Doxey, its President, and its corporate seal to be hereunto affixed and attested by Bruce W. Keihner, as Assistant Secretary, this 30th day of August, 2000, and each of

said persons by his signature hereto affirms, under penalties of perjury, that this Certificate is his act and deed and the act and deed of said Corporation, and that the facts stated therein are true.

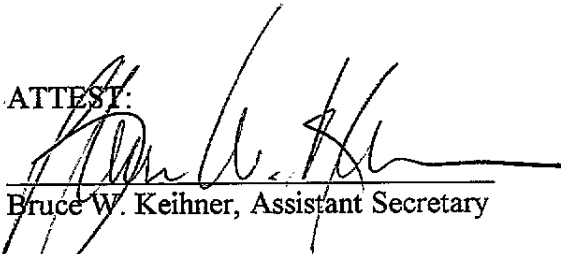
PURE H2O BIO-TECHNOLOGIES, INC.

By:



Joseph P. Doxey, President
CORPORATE SEAL

ATTEST:


Bruce W. Keihner, Assistant Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)

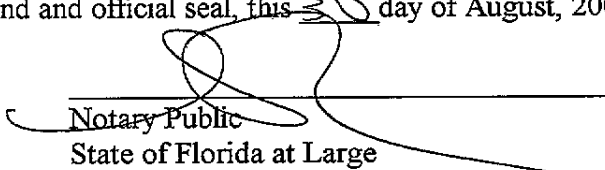
SS:

COUNTY OF PALM BEACH)

Before me personally appeared Joseph P. Doxey, President of Pure H2O Bio-Technologies, Inc., to me well known and known to me or who produce a Florida drivers license as identification, and acknowledged to and before me that he executed said instrument on behalf of the Corporation for the purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and official seal, this 30 day of August, 2000




Notary Public

State of Florida at Large

My Commission Expires: