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Tuesday, February 9, 1999

Division of Corporations

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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FOREIGN LIMITED LIABILITY COMPANY

International Waters Exporters LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$293.75

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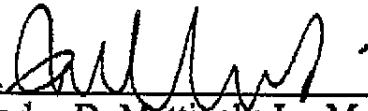
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Members Resolution

The members of International Waters LLC, a Kansas limited liability company, authorized the company on February 9, 1999 to adopt the alternate name International Waters Exporters LLC to transact business in Florida.

The undersigned certifies that the members adopted the resolution shown above.

Date: February 9, 1999



Charles D. Mattingly Jr., Member
by L.A. Uriarte as attorney-in-fact

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

International Waters, LLC dba

1. International Waters Exporters LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so
contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Kansas

(jurisdiction under the law of which foreign limited liability
company is organized)

3. 48-1201336

(FEI number, if applicable)

4. May 6, 1998

(Date of Organization)

**5. perpetual unless the Company dissolves in accordance
with the provisions of its regulations.**

(Duration: Year limited liability company will cease to exist
or "perpetual")

6. upon filing of this application

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 729 East Central

Wichita, KS 67202

(Street address of principal office)

**8. List name, title, and business address of each managing member [MGRM] or
manager [MGR] who will manage the foreign limited liability company in Florida:
(attach additional page if necessary)**

NAME & ADDRESS:

TITLE:

Charles D. Mattingly Jr.
729 East Central
Wichita KS 67202

MGRM

James D. Mattingly
729 East Central
Wichita KS 67202

MGRM

NAME & ADDRESS:

TITLE:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

Limited Liability Company:
International Waters Exporters LLC

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Charles D. Mattingly Jr., Member
by Luis A. Uriarte as attorney-in-fact

Date: February 9, 1999

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

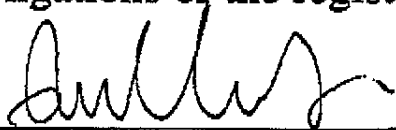
LIMITED LIABILITY COMPANY:

International Waters Exporters LLC

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises Inc.
Luis A. Uriarte, Vice President**

Date: February 9, 1999

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

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Ron Thornburgh
Secretary of State



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300 S.W. 10th Ave.
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

February 03, 1999

JENNIFER
CORPORATION CREATION INTERNATIONAL, INC.
941 4TH STREET
SUITE 200
MIAMI BEACH , FL. 33139

The records on file in this office indicate:

ID#:259-842-3
Current name:
INTERNATIONAL WATERS, L.L.C.

Mailing address: JAMES D. MATTINGLY
729 E CENTRAL
WICHITA KS 67202

State of incorporation: KANSAS

Date of incorporation/authorization: May 06, 1998

In good standing: (X) Yes () No;

Authorized capital: N/A

Resident Agent/Registered ofc:
JAMES D. MATTINGLY
729 E CENTRAL
WICHITA KS 67202

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