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TRANSMITTAL LETTER

DATE: January 27, 2000

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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SUBJECT: DENNY'S MODERN WATER, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$87.50 for filing fees, certified copy, and certificate of status.

FROM: DENNIS WORRELL
3313 E. BALDWIN ROAD
PANAMA CITY, FL 32405

Daytime Phone Number: (850) 763-1766

FILED
00 FEB -3 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AKA
2-8-00

ARTICLES OF INCORPORATION

OF

DENNY'S MODERN WATER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, pursuant to Section 607.0202, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

DENNY'S MODERN WATER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3313 E. BALDWIN ROAD
PANAMA CITY, FLORIDA 32405

The mailing address of the corporation shall be:

POST OFFICE BOX 35005
PANAMA CITY, FLORIDA 32412

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Number: The corporation shall have the authority to issue 1000 shares of One Dollar (\$1.00) par value of Capital Stock.

Initial Issue: 1000 shares of the Capital Stock of the corporation may be issued for cash at a value of One Dollar (\$1.00) per share.

Stated Capital: The sum of the value of the all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

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No Classes of Stock: The shares of the corporation are not to be divided into classes.

Subscribers: The name and post office address of the subscribers to these Articles of Incorporation:

<u>NAME:</u>	<u>ADDRESS:</u>
DENNIS WORRELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405
JACKIE JEWELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405
JANUARY JEWELL	POST OFFICE BOX 33005 PANAMA CITY, FL 32405

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

<u>NAME:</u>	<u>ADDRESS:</u>
DENNIS WORRELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME:</u>	<u>ADDRESS:</u>
DENNIS WORRELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405

ARTICLE VI - PURPOSE

The purpose for which this corporation is organized is to engage in business activities and to do everything necessary, proper, advisable or convenient for the accomplishment of these business activities; and further to do all things that are not forbidden by law or by these Articles of Incorporation and to carry out the corporation's activities in any state or territory of the United States or worldwide not forbidden by the laws of that state or by the laws of the United States.

ARTICLE VII - POWERS

The powers of the corporation shall include, but not be limited to the following:

(1) To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(2) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

(3) To negotiate, agree and enter into contracts or agreements with various businesses to provide managerial, promotional, educational or consulting services on a fee basis; to business-contract for such services if applicable;

(4) To make contracts and guarantees, incur liabilities, borrow money and secure its obligations by mortgage or pledge of property;

(5) To lend money, invest and reinvest its funds, and to receive and hold real and personal property as security for repayment;

(6) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(7) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section 607.0833;

(8) To make and amend the by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of this corporation.

(9) To conduct its business, locate offices and exercise the powers granted by Florida Statutes within or without this state.

ARTICLE VIII - INITIAL DIRECTORS

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
DENNIS WORRELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405
JACKIE JEWELL	3313 E. BALDWIN ROAD PANAMA CITY, FL 32405
JANUARY JEWELL	POST OFFICE BOX 33005 PANAMA CITY, FL 32405

ARTICLE IX - SHAREHOLDER VOTING REQUIREMENT

An affirmative vote of the Shareholder Voting Requirement of the shares of the corporation shall be required for any shareholder action.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued from time to time. The preemptive right of any holder is determined by the ratio of the shares of common stock held by the holder to all shares of common stock currently authorized issued.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of the corporation shall be entitled to vote their shares for the election of directors cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares and to distribute them among as many of the candidates for director as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of the corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at the election.

ARTICLE XII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a 51% vote of the common stock.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 2000


DENNIS WORRELL
INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, 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.

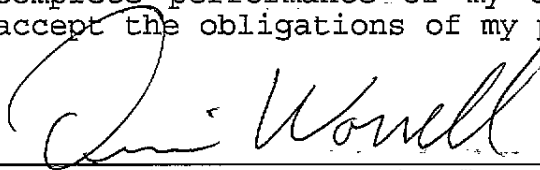
1. The name of the corporation is:

DENNY'S MODERN WATER, INC.

2. The name and address of the registered agent and office is:

DENNIS WORRELL
3313 E. BALDWIN ROAD
PANAMA CITY, FL 32405

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DENNIS WORRELL

DATE

1/31/2000

FILED
00 FEB -3 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA