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MACKEY & RANNEY, P.A.
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Thomas C. Ranney, Jr.

February 17, 2000

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

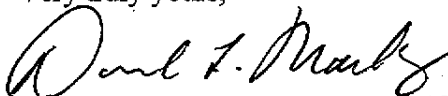
Re: Clifton & Associates - The Water Doctor, Inc.

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation for the above-captioned Florida corporation, together with our trust account check in the amount of \$70. Please acknowledge receipt and filing of the articles on the acknowledgment copy which is enclosed and return it to me at the above address.

Thank you for your attention to this matter.

Very truly yours,



DAVID L. MACKEY
For the Firm

FILED
00 FEB 18 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DLM/jf

Enclosures

gj/23

ARTICLES OF INCORPORATION
OF
CLIFTON & ASSOCIATES – THE WATER DOCTOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **CLIFTON & ASSOCIATES – THE WATER DOCTOR, INC.**

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 1,000 shares of common stock of par value of \$1.00 per share.

**ARTICLE V - Initial Registered Office,
Principal Office and Mailing Address**

The street address of the initial registered office, the principal office and mailing address of

the corporation is 1106 Northeast 23rd Avenue, Ocala, Florida, 34470

**ARTICLE VI - Initial Registered
Agent - Designation and Acceptance**

The name of the initial registered agent of this corporation is JEFF P. CLIFTON II, whose address is 1106 Northeast 23rd Avenue, Ocala, Florida, 34470, who signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by § 607.164, Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of **CLIFTON & ASSOCIATES – THE WATER DOCTOR, INC.** and agree to act in that capacity.


JEFF P. CLIFTON, II, Registered Agent

ARTICLE VII - Board of Directors

The corporation shall initially have two (2) Directors, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the bylaws of the corporation. The name and address of the initial Directors of this corporation are:

JEFF P. CLIFTON, II

1106 Northeast 23rd Avenue
Ocala, Florida 34470

ANGELIA M. CLIFTON

1106 Northeast 23rd Avenue
Ocala, Florida 34470

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TALLAHASSEE, FLORIDA

ARTICLE VIII - Amendment of Articles

These Articles of Incorporation shall only be amended by a unanimous vote of the shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of February, 2000.

SUBSCRIBER:



JEFF P. CLIFTON, II