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COOLERS BY TECH-PURE, INC.
8420 Ulmerton Rd., Suite 412
Largo, FL 33771

May 15, 2000

The Honorable Katherine Harris
Secretary of State
Division of Corporations
Tallahassee, Florida

FILED
00 MAY 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madam,

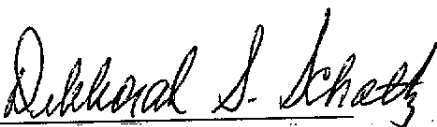
Enclosed is our check for \$87.50 and the Articles of Incorporation of:

COOLERS BY TECH-PURE, INC.

We request that you return to us the Certified Copy of the Charter, together with the Certificate of Status.

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-05/17/00--01045--001
*****87.50 *****87.50

Very truly yours,


Deborah S. Scholtz

Encls

T. Burch MAY 23 2000

ARTICLES OF INCORPORATION
OF
COOLERS BY TECH-PURE, INC.

FILED
00 MAY 17 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME
The name of the Corporation is
COOLERS BY TECH-PURE, INC.

ARTICLE II - DURATION
This corporation shall exist perpetually.

ARTICLE III - PURPOSE
This corporation is organized for the following purposes:

The general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK
The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$1.00 per share. The capital stock shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

ARTICLE V - INITIAL CAPITAL
The amount of capital with which this corporation shall begin business shall not be less than five hundred (\$500.00) dollars.

ARTICLE VI - PRINCIPAL OFFICE
The initial principal office and mailing address of the corporation is 8420 Ulmerton Rd., Suite 412, Largo, FL 33771

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8420 Ulmerton Rd., Suite 412, Largo, FL 33771 and the initial registered agent at that address is Debborah S. Scholtz

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Debborah S. Scholtz
1606 Walnut Street
Clearwater, FL 337755

ARTICLE IX - INCORPORATORS

Debborah S. Scholtz
1606 Walnut Street
Clearwater, FL 337755

ARTICLE X - BY LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Initial Board of Directors of the Corporation by a majority vote thereof. Thereafter the said By-Laws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which such amendment is one of the purposes for which the meeting was called by a majority of the directors present. The Board of Directors shall conduct, manage and have complete charge of the business and affairs of the corporation.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XII - MISCELLANEOUS PROVISIONS


It is the intention of the Incorporators of this Corporation that the Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code of 1986, as amended, allowing a limited

qualifies under the code.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of May, 2000.

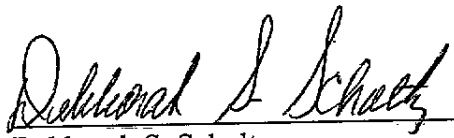

Deborah S. Scholtz

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

for

COOLERS BY TECH-PURE, INC.

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

 dated: 5/15, 2000
Deborah S. Scholtz