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Ezequiel Cavazos
2732 Adela Ave.
Orlando, FL 32826

Secretary of State
Incorporation Division
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
12-24-00


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*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find a copy of the Articles of Incorporation for Waterflow, Inc. and a check for Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). At your earliest convenience, please fully execute said documents and return in the provided Express Envelope.

Should you have any questions, please call me at 407-208-1688. Thank you for your assistance.

Most Sincerely,


Ezequiel Cavazos
Secretary

Enclosures

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**ARTICLES OF INCORPORATION
OF
WATERFLOW, INC.**

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Waterflow, Inc. and its principal office and mailing address is 2732 Adela Ave., Orlando, FL 32826

ARTICLE II

EFFECTIVE DATE
12-24-00

Commencement of Corporate Existence

The corporation shall come into existence on December 24, 2000

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one thousand shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be one (1) thousand shares at no par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series to established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the

amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares; (g) the terms and conditions of which shares may be converted if the shares of any series are issued with the privilege of conversion; (h) voting powers, if any; and (i) any other relative rights and preferences of the shares of such series, including, without limitations, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLES VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 2732 Adela Ave, Orlando, FL 32826 and the initial registered agent of the corporation at such address is Ezequiel Cavazos.

ARTICLE VII

Incorporator

The name and address of the corporation's incorporator is:

Name:	Ezequiel Cavazos	Address:	2732 Adela Ave. Orlando, FL 32826
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ARTICLE VIII

Directors

The names and addresses of the persons appointed to act as the initial directors of this corporation are:

Name:	Address:
<u>Ezequiel Cavazos, President</u>	<u>2732 Adela Ave., Orlando, FL 32826</u>
<u>Benjamin Cavazos, Executive Vice President</u>	<u>1827 Cedar Street, Alhambra, CA 91801</u>
<u>Floyd Pollino, Chief Financial Officer</u>	<u>14130 Magnolia Glenn Circle, Orlando, FL 32826</u>
<u>Chenille Monet Eason, VP Marketing & Sales</u>	<u>1880 Knight Ave., Orlando, FL 32826</u>
<u>Karen Pollino, Director of Administration</u>	<u>14130 Magnolia Glenn Circle, Orlando, FL 32826</u>

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLES X

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this 24th day of December 2000.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Waterflow, Inc., desiring to organize under the laws of the State of Florida, hereby designates Ezequiel Cavazos, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 2732 Adela Ave., Orlando, FL 32826, the office of its Registered Agent as its Registered Office.

Waterflow, Inc.

By: Ezequiel Cavazos
EZEQUIEL CAVAZOS Incorporator

ACKNOWLEDGEMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgement that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Ezequiel Cavazos
Registered Agent