

P01000070840

GRAY, HARRIS & ROBINSON
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 600
301 SOUTH BRONOUGH STREET
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TELEPHONE 850-222-7717
FAX 850-222-3494
WEBSITE: www.ghrlaw.com

FILED

01 AUG 31 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 31, 2001

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

900004565529--8
-08/31/01--01030--009
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

CANADA PURE CORPORATION
Document Number: P01000070840

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

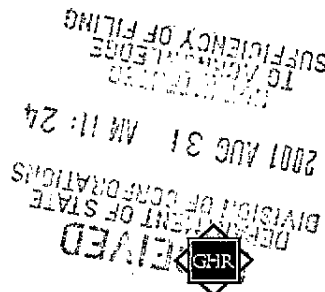
*Amend + Restate Artr
8-31-01
ms*

Very truly yours,

Jill W. May

Jill W. May, Paralegal

/jwm
Enclosures



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CANADA PURE CORPORATION**

FILED
01 AUG 31 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Canada Pure Corporation (the "Corporation"), a corporation organized and existing under the Business Corporation Act of the State of Florida (the "Act"), does hereby certify:

A. The Corporation, pursuant to the provisions of Sections 607.1005, 607.1006 and 607.1007 of the Act, hereby adopts these Amended and Restated Articles of Incorporation which accurately amend and restate, in their entirety, the Articles of Incorporation filed on July 18, 2001 (the "Original Articles") and all amendments thereto that are in effect to date.

B. Each amendment made by these Amended and Restated Articles of Incorporation (the "Restated Articles") has been effected in conformity with the provisions of the Act, including Section 607.1005 thereof, and these Restated Articles and each amendment herein were duly approved and adopted by unanimous written consent of the Corporation's Board of Directors dated August 30, 2001, without shareholder action, and shareholder action was not required pursuant to the provisions of Section 607.1005 of the Act.

C. The Original Articles and all amendments and supplements thereto are hereby superseded by these Restated Articles which are as follows:

ARTICLE I
NAME

The name of the Corporation is CANADA PURE CORPORATION.

ARTICLE II
PRINCIPAL OFFICE

The principal office address and mailing address of the Corporation shall be:

1800 West Hibiscus Blvd., Suite 138
Melbourne, Florida 32901

ARTICLE III
CORPORATE EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Act.

ARTICLE V
CAPITAL STOCK

A. The maximum number of shares of all classes of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Forty-six Million (46,000,000) shares, consisting of (i) Thirty-six Million (36,000,000) shares of common stock, \$0.001 par value per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"). The designations, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof may be determined by the Corporation's Board of Directors.

B. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors, pursuant to Section 607.0602 of the Act, is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to the following:

(1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that

class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including the additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Restated Articles, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other class or series at any time outstanding.

ARTICLE VI **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation shall be:

1800 West Hibiscus Blvd., Suite 138
Melbourne, Florida 32901

The name of the registered agent of the Corporation at that address shall be:

Donald A. Nohrr

ARTICLE VII
INITIAL BOARD OF DIRECTORS

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Donald A. Nohrr	1800 West Hibiscus Blvd., Suite 138 Melbourne, Florida 32901

C. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, or these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Restated Articles is:

<u>Name</u>	<u>Street Address</u>
Donald A. Nohrr	1800 West Hibiscus Blvd., Suite 138 Melbourne, Florida 32901

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors. The stockholders of the Corporation may adopt, amend or repeal the Bylaws of the Corporation only by the affirmative vote of holders of at least 66 2/3% of the combined voting power of the then outstanding shares of stock of all classes and series of the Corporation entitled to vote generally on matters requiring the approval of stockholders.

ARTICLE X
INDEMNIFICATION

A. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of the Act, as the same may be amended and supplemented (but any such amendment shall not be deemed to increase the liability of any directors of the Corporation for past acts or omissions of any such person insofar as such amendment decreases the extent of liability protection that said law permitted the Corporation to provide prior to such amendment).

B. The Corporation shall, to the fullest extent permitted by the Act, as the same may be amended and supplemented (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the Corporation to provide prior to such amendment), indemnify any and all persons whom it shall have the power to indemnify under said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled

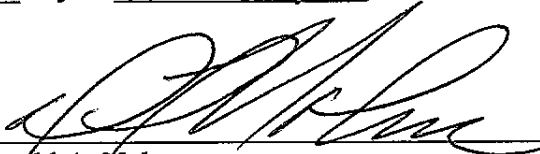
under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

C. Any repeal or modification of this Article X shall be prospective only and shall not adversely affect any right or protection of, or any limitation of the liability of, a director or officer of the Corporation, or any other person covered under this Article X, existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 30 day of AUGUST, 2001.



Donald A. Nohr
Sole Director and Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Donald A. Nohr

\\na\d_nohr\canada pure\Restated Articles.wpd