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FLORIDA PROFIT CORPORATION OR P.A.

Aqua-Mate System Inc.

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ARTICLES OF INCORPORATION  
OF  
AQUA-MATE SYSTEM INC.

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STATE OF FLORIDA  
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME; ADDRESS

The name of the Corporation shall be AQUA-MATE SYSTEM INC. The principal place of business shall be 8256 Woodsmuir Drive, West Palm Beach, Florida 33412.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of Common Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be fully paid and non-assessable.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1700 Palm Beach Lakes Boulevard #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

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Prepared by: Mark H. Mirkin, Esq.  
FL Bar No. 464694  
MIRKIN & WOOLF, P.A.  
1700 Palm Beach Lakes Blvd. #580  
West Palm Beach, FL 33401  
(561) 687-4460  
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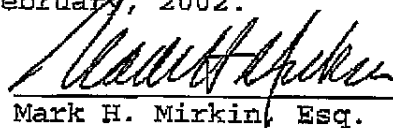
ARTICLE VI. DIRECTORS

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are Yves Lajeunesse, 8256 Woodsmuir Drive, West Palm Beach, Florida 33412.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12<sup>th</sup> day of February, 2002.

  
Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.  
FL Bar No. 464694  
MIRKIN & WOOLF, P.A.  
1700 Palm Beach Lakes Blvd. #580  
West Palm Beach, FL 33401  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

AQUA-MATE SYSTEM INC. desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 1700 Palm Beach Lakes Boulevard #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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