



PO2000042072

ACCOUNT NO. : 072100000032

REFERENCE : 532974 80437A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

FILED
2002 APR 17 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 17, 2002

ORDER TIME : 12:58 PM

ORDER NO. : 532974-005

CUSTOMER NO: 80437A

200005290412--3

CUSTOMER: Bobbie Burgans, Legal Assist
Fitzgerald & Brooks

6839 Caroline Street
Milton, FL 32570

DOMESTIC FILING

NAME: WATER FLOWS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

2545
w02-10872

RECEIVED
02 APR 17 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SL 4/18/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2002 APR 17 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 17, 2002

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: WATER FLOWS, INC.
Ref. Number: W02000010872

We have received your document for WATER FLOWS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 902A00022958

RECEIVED
02 APR 18 PM 12:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FOUNTAINS OF WATER, INC.

FILED

2002 APR 17 PM 1:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**STATE OF FLORIDA
COUNTY OF SANTA ROSA**

The undersigned subscribers to these Articles of Incorporation, being natural persons of full age, for the purpose of forming a corporation pursuant to and in conformity with the laws of the State of Florida, do hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation as follows: to wit:

ARTICLE I

The name of the corporation is Fountains of Water, Inc.

ARTICLE II

The general purpose for which this corporation is initially organized is to market ideas and intellectual property and establish registered trademarks with the potential for variations and expansions of product lines, and to conduct any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) for the par value of One Dollar (\$1.00) per share.

ARTICLE IV

The mailing address is 1425 Starlight Drive, Cantonment, Florida 32533 and the street address of this corporation's principal registered office and its place of business is 1425 Starlight Drive, Cantonment, Florida 32533.

ARTICLE V

The registered agent for this corporation is Paula-Maria Silivos, whose address is 1425 Starlight Drive, Cantonment, Florida 32533.

ARTICLE VI

The names and addresses of the incorporators hereof are as follows:

Paula-Maria Silivos
1425 Starlight Drive
Cantonment, Florida 32533
President, Secretary/Treasurer and Director

ARTICLE VII

The initial Board of Directors shall consist of one (1) Director whose name and address is as follows:

Paula-Maria Silivos
1425 Starlight Drive
Cantonment, Florida 32533
President, Secretary/Treasurer and Director

ARTICLE VIII

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such

shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in any number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

ARTICLE IX

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares which may be issued at any time by the corporation.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal this the 12th day of April, 2002.


PAULA-MARIA SILIVOS

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared PAULA-MARIA SILIVOS who produced FDL-5412-160-54-682-D as identification, known to me to be the person described as subscriber and incorporator herein and who executed the foregoing Articles

of Incorporation, and she acknowledged to and before me that she subscribed the same for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 12th day of April,
2002.

Lobbie Jean Burgess
NOTARY PUBLIC

FILED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: That Fountains of Water, Inc., desiring to organize under the laws

ACKNOWLEDGMENT:

Paula-Maria Silivos
PAULA-MARIA SILIVOS
 Registered Agent