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(Address)

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(City/State/Zip/Phone #)

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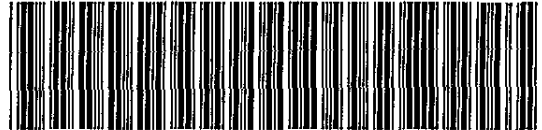
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA  
03 MAY 20 PM 2:09

*Offices of*  
**WALTER B. LEBOWITZ, ESQ.**

*Member of California Bar only*  
*Florida Licensed and Bonded Public Adjuster*  
*Florida Licensed Real Estate Broker with SuperStar Realty*  
*Florida Licensed Mortgage Broker ◻ and ◻ Business Broker*  
12555 Biscayne Boulevard, # 924, Miami, Florida 33181  
Phone: 305-893-0000    ◻ ◻ ◻    Fax #: 305-893-0007

May 15, 2003

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: SMART WATER, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation to be filed for record.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CHECKED THE INTERNET FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND FIND THAT THIS NAME WAS AVAILABLE.

If you have any question regarding the above, please call me at (305) 893-0000.

Thank you for your cooperation.

Yours very truly,

  
Walter B. Lebowitz

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 20 PM 2:09

ARTICLES OF INCORPORATION OF

SMART WATER, INC.

ARTICLE I - NAME

The name of this Corporation is: SMART WATER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything relating to BOTTLING, MANUFACTURING, MARKETING, SALES,, DISTRIBUTION OF WATER BASED PRODUCTS, AND OTHER ENDEAVORS REGARDING WATER.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered Office of this corporation is 12555 Biscayne Blvd., Suite 924, Miami, Florida 33181, and the name of the initial registered agent of this corporation at that address is, WALTER B. LEBOWITZ

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
Jeffrey H. Lebowitz, Director and President	273 Minola Drive, Miami, Florida 33166

#### ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME	ADDRESS
Jeffrey H. Lebowitz,	273 Minola Drive, Miami, Florida 33166

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE IX - AMENDMENT

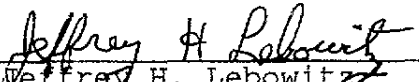
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of May, 2003.

Jeffrey H. Lebowitz  
Subscriber, Jeffrey H. Lebowitz  
273 Minola Drive, Miami, FL 33166

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I, JEFFREY H. LEBOWITZ HAVING A BUSINESS OFFICE at 273 Minola Drive, Miami, FL 33166, and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the above stated Corporation at my business address, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I further agree to comply with the provisions of said Statutes relating to the proper and complete performance of my duties as registered agent.

  
Jeffrey H. Lebowitz

Date: May 15, 2003

c: RES AGENT JEFFREY

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