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RECEIVED  
05 JUN 28 PM 12:04  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2005 JUL -6 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Hampton JUL 07 2005

**LAZARUS  
CORPORATE FILING SERVICE**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. H2O, CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2:00    ☒ Certified Copy  
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**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**Examiner's Initials**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 29, 2005

LAZARUS CORPORATE FILING SERVICE

SUBJECT: H2O, CORP.  
Ref. Number: W05000031786

We have received your document for H2O, CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

The document number of the name conflict is L04000062305 (H2O, LLC).

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) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 905A00043909

RECEIVED  
JUN -6 AM 11:13  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
H2O CO2 FLORIDA CORP.**

**FILED**  
2005 JUL -6 PM 2: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I  
Name**

The name of this corporation is *H2O CO2 FLORIDA CORP.*

**Article II  
Principal Office Address**

The principal office and mailing address of the Corporation is located at: 150 S.E. 2<sup>nd</sup> Avenue, Suite 1010, Miami, FL 33131.

**Article III  
Nature of Business**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**Article IV  
Term of Existence**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**Article V  
Capitol Stock**

This corporation is authorized to issue 1,000 shares of common stock with \$0.10 par value.

**Article VI**  
**Pre-Emptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 150 S.E. 2<sup>nd</sup> Avenue, Suite 1010, Miami, FL 33131, and the name of the initial registered agent of this corporation at that office is Stefania Bologna, Esq.

**Article VIII**  
**Incorporator**

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

|                  |                                                                |
|------------------|----------------------------------------------------------------|
| Stefania Bologna | 150 SE 2 <sup>nd</sup> Avenue<br>Suite 1010<br>Miami, FL 33131 |
|------------------|----------------------------------------------------------------|

**Article IX**  
**Initial Board of Directors**

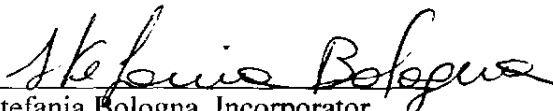
This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name:               | Address:                                                  |
|---------------------|-----------------------------------------------------------|
| Giampiero Di Persia | 5151 Collins Avenue<br>Apt. 1010<br>Miami Beach, FL 33140 |
| Luca Supino         | 1500 Bay Road<br>Apt. 658<br>Miami Beach, FL 33139        |

**Article X**  
**Indemnification**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 th day of June, 2005.

  
Stefania Bologna, Incorporator

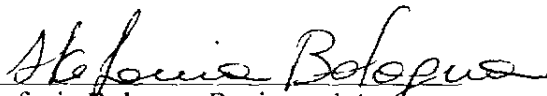
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: *H2O CO2 FLORIDA CORP.*
2. The name and address of the registered agent and office is:

Stefania Bologna, Esq.  
150 S.E. 2<sup>nd</sup> Avenue  
Suite 1010  
Miami, FL 33131

The undersigned, Stefania Bologna, Esq., Registered Agent, hereby accepts the designation of themselves as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
Stefania Bologna, Registered Agent