

**P95000014371**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GULF COAST RAINBORN, INC.  
FAX AUDIT NUMBER: H95000002045  
DATE REQUESTED: 02/21/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 0  
ESTIMATED CHARGE: \$122.60

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 09:53:20  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**GULF COAST RAINBORN, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be GULF COAST RAINBORN, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida, including but not limited to the following:

A. To engage generally in the business of dealing in distilled, and purified water, including, but not limited to wholesale, retail, leasing, sales and service of water distillers and all other activities generally contemplated by a franchised holder of the franchisor, known as Rainborn, Inc. of Dalton, Georgia.

B. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, renovate, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings, or other structures at any time owned or held by the corporation, or any individual or organization who employs the corporation to accomplish the above.

C. To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business,

H. WILLIAM SCOVILL, ESQ.  
 1605 MAIN STREET #12  
 SARASOTA, FL 34236  
 (813) 365-2252  
 FL BAR NO. 097880

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commodities, or other property, real, personal, of mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, "yellow page" type advertising or other similar literature and advertising media.

D. To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and to any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and planting, paving, draining, letting on building lease business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

E. To enter into contracts or agreements, to make and purchase materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any of all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, seawalls, sewers, bridges, wells, canals and generally in all classes of buildings, erections and works, both public and private or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and

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expert work, as acting and consulting and superintending engineers and architects.

F. To enter into general partnerships, limited partnerships, whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, either jointly or in common with others.

G. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations organized under the laws of the State of Florida or elsewhere, or any bonds, securities or evidences of indebtedness thereof, and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including and right to vote thereon for any and all purposes, and to the extent allowed by the laws of the State of Florida, to aid other corporations by loans, subsidy, guaranty or any other manner whatsoever for the purpose of the preservation, protection, improvement or enhancement in value of the stock of such corporation or the bonds, securities or other obligations thereof, and to do all and any such acts or things designed to accomplish any such purposes.

H. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation domestic or foreign.

I. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations and state of municipal governments, agencies, commissions or other bodies.

J. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications thereof, relating to or useful in connection with any business of the corporation in which the corporation may have an interest as a stockholder or otherwise.

K. To borrow money and contract debts when necessary or desirable for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secure or unsecured,

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from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or for any of the objects of its business or businesses, to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or other obligations, in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three hereof and the laws of the State of Florida.

L. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount invested.

M. In general, to carry on any other lawful business whatsoever, either independently or in connection with the foregoing and to have all of the powers and do all the acts granted generally or which may hereafter be granted to corporations for profit under the laws of the State of Florida, and to do any and all acts whether herein set forth specifically or otherwise as fully and to the same extent as natural persons might or could do.

N. The enumeration of the foregoing objects, purposes and powers shall not be construed to limit or restrict in any manner the powers of this corporation.

O. To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by said corporation, buildings or other structures with their appurtenances, whether residential, commercial, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures at any time owned by the corporation.

#### ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Seven Thousand shares at One Dollar (\$1.00) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

DONALD T. CRISP

4411 MEADOW CREEK CIRCLE  
SARASOTA, FLORIDA 34233

PAMELA K. CRISP

4411 MEADOW CREEK CIRCLE  
SARASOTA, FLORIDA 34233

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**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

1605 Main Street  
Suite 912  
Sarasota, Florida 34236

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

H. WILLIAM SCOVILL

**ARTICLE X. INCORPORATOR**

The names and addresses of the individual who shall serve as this corporation's incorporators are:

DONALD T. CRISP (50 shares)  
4411 MEADOW CREEK CIRCLE  
SARASOTA, FLORIDA 34233

PAMELA K. CRISP (50 shares)  
4411 MEADOW CREEK CIRCLE  
SARASOTA, FLORIDA 34233

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
DONALD T. CRISP - Incorporator

  
PAMELA K. CRISP - Incorporator

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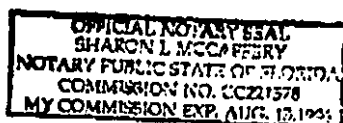
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STATE OF FLORIDA  
COUNTY OF SARASOTA

On FEBRUARY 16, 1995, DONALD T. CRISP and PAMELA K. CRISP, designated above as the individuals above who shall serve as the corporation's incorporators, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of GULF COAST RAINBOW, INC.

*Sharon L. McCaffery*  
Notary Public  
My commission expires:



SHARON L. MCCAFFERY  
Typed or Printed Name of Notary Public

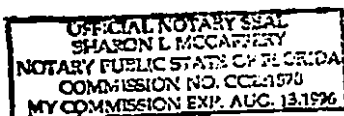
I hereby accept my designation as resident agent and agree to serve as the resident agent of GULF COAST RAINBOW, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GULF COAST RAINBOW, INC.

*E. William Scovill*  
E. WILLIAM SCOVILL

STATE OF FLORIDA  
COUNTY OF SARASOTA

On this 16 day of FEBRUARY, 1995, E. WILLIAM SCOVILL, designated above as the individual who shall serve as the corporation's initial registered agent and who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GULF COAST RAINBOW, INC.

*Sharon L. McCaffery*  
Notary Public  
My commission expires:



SHARON L. MCCAFFERY  
Typed or Printed Name of Notary Public

FILED  
SEF  
ALABAMA  
STATE  
NOTARY  
PUBLIC  
FLORIDA  
AM 10:44

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**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: Gulf Coast Rainbow, Inc

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate KH		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

96 NOV 15 PM 3:33  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATION

N. HENDRICKS NOV 15 1996

REQUEST TAKEN CONFIRMED APPROVED  
DATE 11/15  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN  
With Pick Up 12:45 NH

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF AMENDMENT  
OF  
GULF COAST RAINBORN, INC.

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In accordance with Section 607.1006 of the Florida Statutes, the Articles of Incorporation of GULF COAST RAINBORN, INC. are hereby amended as follows:

1. The current name of the corporation is GULF COAST RAINBORN, INC.

2. The following amendments were adopted by the shareholders dated the 12 day of November, 1996, attached hereto as Exhibit A:

(a) The name of the corporation is hereby changed to:

PURE WAVE, INC.

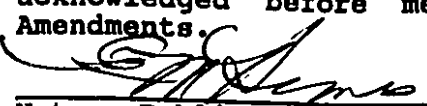
IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Articles of Amendment.

  
DONALD T. CRISP, President

I HEREBY CERTIFY AND ACKNOWLEDGE, that the foregoing Articles of Amendment were authorized by written statement of all of the shareholders of the corporation on 12 day of November, 1996.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12 day of November, 1996, by DONALD T. CRISP known to me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendments.

  
Notary Public  
My commission expires:

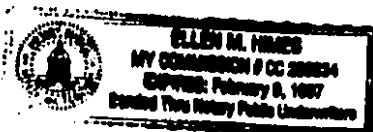


EXHIBIT A  
MINUTES OF A SPECIAL MEETING  
OF THE SHAREHOLDERS AND DIRECTORS OF  
GULF COAST RAINBORN, INC.

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The undersigned being the shareholders of GULF COAST RAINBORN, INC., a Florida Corporation (hereafter the "Corporation" in accordance with Section 607.1003, Florida Statutes, held a special meeting of the shareholders of the Corporation on the 12th day of November, 1996, and took the following actions:

1. Donald T. Crisp and Pamela K. Crisp represent all of the shareholders and directors of GULF COAST RAINBORN, INC.
2. Donald T. Crisp and Pamela K. Crisp own all of the stock of GULF COAST RAINBORN, INC., common or otherwise. There is only one class of stock issued or authorized to be issued by GULF COAST RAINBORN, INC., to date; and Donald T. Crisp and Pamela K. Crisp own all of said shares issued to date.
3. The Articles of Amendment of even date herewith changing the name of the corporation to PURE WAVE, INC., is hereby approved.

IN WITNESS WHEREOF, the undersigned, as the shareholder(s) of GULF COAST RAINBORN, INC., have executed these Minutes on the 12th day of November, 1996.

Donald T. Crisp  
DONALD T. CRISP, Shareholder

Pamela K. Crisp  
PAMELA K. CRISP, Shareholder

STATE OF FLORIDA  
COUNTY OF SARASOTA

The forgoing instrument was acknowledged by DONALD T. CRISP and PAMELA K. CRISP personally known to me or who produced as identification, this 12 day of November, 1996.

Ellen M. Hines  
Notary Public  
My commission expires:

