

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

PAID 0000 21753

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matler No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 17 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>AAK</i>	_____	_____

WALK-IN
 Will Pick Up *3-17-12-00*

RE: Bing H2O, Inc

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

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

GRAHAM, CLARK, JONES, PRATT & MARKS
ATTORNEYS AT LAW

100 NORTH NEW YORK AVENUE
POST OFFICE DRAWER 1090
WINTER PARK, FLORIDA 32780
TELEPHONE (407) 847-4455
TELECOPIER (407) 740-7000

311 NORTH ORANGE AVENUE
SUITE 1075
ORLANDO, FLORIDA 32801
TELEPHONE (407) 841-8740
TELECOPIER (407) 485-0500

MARY W. CHRISTIAN
SCOTT D. CLARK
JOHN L. DI MARI
JERRY E. GRAHAM
JERRY E. GRAHAM, JR.
LAURA L. JACOB
FREDERICK W. JONES
HOWARD S. MARKS
J. GARY MILLER
JAMES H. PRATT
GEOFFREY D. WITHERS

PLEASE REPLY TO:
Winter Park

March 16, 1995

Bureau of Corporate Records
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: Bing H₂O, Inc.
Our File No.: 3794-1

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation for the above-referenced corporation for filing, together with our firm check in the amount of \$122.50 for the required fees as follows:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$122.50

Note: The date of corporate existence is March 15, 1995 (see Article XIV of the Articles of Incorporation).

Please give the certified copy to a representative of Capitol Connection for them to return to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



TANYA L. CAVANAUGH
Secretary to Frederick W. Jones, Esquire

Atc
Enclosures
cc: Ms. Christine Donovan

ARTICLES OF INCORPORATION

OF

BING H₂O, INC.

FILED

05 MAR 17 AM 10:00

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
MAR 15 1995**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify **BING H₂O, INC.** is forming a corporate body under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

The name of the Corporation shall be: **BING H₂O, INC.**

ARTICLE II

The general nature of the business to be transacted by this Corporation and its powers shall be:

1. To engage in the business of water purification systems for vending purposes and in any other lawful business as provided for under the laws of the State of Florida.
2. To engage in the business of purchasing or otherwise acquiring in whole or in part letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalties or otherwise, whether in the United States or elsewhere; to sell, let or grant any patent rights, licenses, concessions, inventions, rights, or privileges belonging to this Corporation or which it may acquire, or any interest in the same, and generally to deal in any and all such properties; to manufacture, produce and exploit, trade, and deal in all products of any such inventions or rights, and maintain machinery, plants, articles, appliances, and other things in connection therewith.
3. To lease, sell, exchange, mortgage, buy, transfer, hold, own, work, develop, improve, divide, sub-divide, pledge or in any manner whatsoever acquire and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed and including rights, easements, and incorporeal hereditaments appurtenant thereto, and including patents and patent rights and processions; and while the owner of any property to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

4. To engage in the business of manufacturing, buying, selling, leasing and distributing machinery, devices, products, materials and accessories of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, fraternal benefits society, state fair or exposition.

5. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct any banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, cooperative association, a mutual fire insurance association, a fraternal benefits society, state fair or exposition.

6. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

7. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock thereof, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

9. To own, maintain, use and operate, trucks, automobiles and other vehicles, for itself and for hire, and in connection therewith to transport from point to point freight or any articles whatsoever in consideration of the charges to be made therefor, or for itself.

10. To own, maintain, use and operate any tools, plant equipment, appliances, supplies, fixtures, equipment, or other articles or things whatsoever, and to lease, let, hire, buy, sell, trade, exchange, and deal with any of the foregoing in any manner whatsoever, for itself, for others, or for hire.

11. To conduct a general brokerage agency and commission business for others in the purchase and sale of personal property, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property, or any evidences of value to secure them and to act as agents for letting houses, lands, or personal property, and the collection of rents and the payments of taxes.

12. To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it, and to have and receive all the rights and emoluments thereto belonging.

13. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon and pledge as collateral, and otherwise deal as principal, agent, or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, conditional bills of sale, retain title contracts, commercial paper, accounts invoices, chooses in action, interest in estate, contracts, mortgages on real and personal property, pledges of personal property and other evidence of indebtedness of persons, firms or corporations and to own, hold and convey such real estate and share of stock in other corporations, domestic and foreign, as may be necessary or expedient in the operation of its business, and to do all things incidental thereto; to buy, sell and deal in all kinds of listed and unlisted bonds and stocks on commission; to act as agent or factor for any person, firm or corporation; but not, however, for the purpose of carrying on the business of banking or any business for the transaction of which a corporation is required under the laws of the State of Florida to qualify as a banking corporation.

14. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalties or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world; to sell, grant or let any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent or patents for any invention or inventions, to obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced, or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights or privileges as aforesaid.

15. The Corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved, to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine, and to hold the same in its treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the Corporation shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors, or by a majority of the stockholders.

16. To acquire by purchase, subscription or otherwise and to hold or dispose of stocks, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company, or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise; and to pay for any of the same in cash, in property of any kind, in services, in the stock of this Corporation, in bonds, in notes, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to acquire and use, and to sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the same; and to aid in any manner any corporation, stock company, or association whose stock, bonds or other obligations are held or are in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any such stocks, bonds or other obligations, to exercise all the rights, powers, privileges of ownership thereof, and to exercise all voting power thereon, with power to designate some person for that purpose from time to time to the same extent as a natural person or persons might or could do.

17. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state, government, or colony dependency thereof.

18. To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm or corporation or association; to pay for the said good will, rights, property and assets in cash, in property of any kind, in the stock of this Corporation, in bonds, or otherwise, or by undertaking the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all powers necessary or convenient in or about the conduct and management of such business.

19. For itself or as agent, broker, or correspondent for others, to negotiate and make loans, unsecured or secured by mortgages, bills of sale, or otherwise, upon personal or real property; and to do all things necessary in the transaction of business as loan correspondent or mortgage company.

20. In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

21. To buy and sell, as broker or agent, or on its own account, all kinds of machinery and electrical and machine supplies.

22. To conduct its business or any part or parts thereof in the United States of America, and in foreign countries or jurisdiction without restriction as to place; and to have one or more offices or agencies and keep such books of the company outside of the State of Florida as are not required by law to be kept within this State.

23. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar to the nature of the objects set forth to the same extent as a natural person might or could do.

24. None of the objects and powers hereinabove specified and clauses and paragraphs contained in this Article, shall in anywise be limited or restricted by reference to or inference from the terms of any other objects, powers, clauses or paragraphs of this Article or any other Article in these Articles, but the objects and powers specified in each paragraph and clause in this Article shall be regarded as independent objects and powers. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to restrict or limit in any manner the powers of this Corporation as may be provided by law or otherwise.

ARTICLE III

The maximum number of shares of stock which may be issued by this Corporation is Ten Thousand (10,000) shares of common stock, par value \$1.00 per share.

ARTICLE IV

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The mailing and street address of the principal office of this Corporation shall be: 3833 North Lake Orlando Parkway, Orlando, Florida 32808.

ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member nor more than seven (7) members, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have five (5) Directors, initially.

ARTICLE VIII

The name and street address of the first Board of Directors of this Corporation who shall hold office until his successor is elected and qualified shall be:

NAME	ADDRESS
Christine J. Donovan	1000 Ruth Lane Bryant, Arkansas 72022
Arline D. Smith	3833 North Lake Orlando Parkway Orlando, Florida 32808
Larry Birge	<u>HC2, Waldenheim #535</u> <u>Pequot Lakes MN 56472-9803</u>
David J. Smith	3833 North Lake Orlando Parkway Orlando, Florida 32808
Eugene Reed	<u>541 Lake Road</u> <u>Ponte Vedra Beach FL 32004</u>

ARTICLE IX

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.
3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority then in office, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.
4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE XI

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIII

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be FREDERICK W. JONES, ESQUIRE, and the registered office address the above named registered agent shall occupy is located at c/o Graham, Clark, Jones, Pratt & Marks, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE XIV

The date of corporate existence shall be March 15, 1995, provided these Articles are filed with the Department of State by said date or within five (5) business days thereafter, and if not so filed, then the date of corporate existence shall be the date of such filing.

ARTICLE XV

The name and street address of the incorporator of these Articles of Incorporation is DAVID J. SMITH, 3833 North Lake Orlando Parkway, Orlando, Florida 32808.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15 day of MARCH, 1995.



DAVID J. SMITH, Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

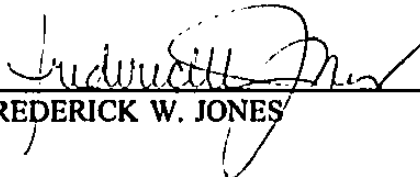
FILED
05 MAR 17 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BING H₂O, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named FREDERICK W. JONES, ESQUIRE located at c/o Graham, Clark, Jones, Pratt & Marks, 369 North New York Avenue, Third Floor, City of Winter Park, County of Orange, State of Florida 32789 as its agent to accept service of process within this state.

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

DATED: March 15, 1995



FREDERICK W. JONES