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NAME: MEADOW FRESH, INC.
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ARTICLES OF INCORPORATION
OF

MEADOW FRESH, INC.

ARTICLE I * NAME AND ADDRESS

The name of this corporation is MEADOW FRESH, INC., and its principal place of business and mailing address shall initially be at 4908 Palo Verde Drive, Boynton Beach, Florida 33436.

ARTICLE II * COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on July 17, 1995, and shall exist perpetually thereafter.

ARTICLE III * PURPOSE

This corporation is organized for the following purposes: sales and service of reverse osmosis water purification drinking systems; 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; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of

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Michael P. Smodish, Esq.
555 N. Congress Ave., Suite 301
Boynton Beach, FL 33426
Phone: (407) 734-5505
Fla. Bar No. 121090

EFFECTIVE DATE

corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4908 Palo Verde Drive, Boynton Beach, Florida 33436, and the name of the Registered Agent of this corporation at that address is: James L. Jilek.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of one (1) director. The number of directors may be increased or

diminished from time to time, in accordance with the By Laws, but shall never be less than one (1). The name and address of the initial director is as follows: James L. Jilek, 4908 Palo Verde Drive, Boynton Beach, Florida 33436.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII - RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this

corporation shall be as provided in the By-Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles is: James L. Jilek, 4908 Palo Verde Drive, Boynton Beach, Florida 33436.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on July 17th, 1995.

MEADOW FRESH, INC.

By: James L. Jilek
James L. Jilek

STATE OF FLORIDA
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on July 17th, 1995, by JAMES L. JILEK, on behalf of MEADOW FRESH, INC., a Florida corporation.

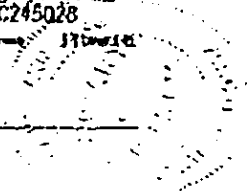
Lauren Ann Lang
090-46-0487

NOTARY PUBLIC, State of Florida
My Commission Expires:
Personally Known OR Produced Identification
Type of Identification Produced: known personally



LAUREN ANN LANG
My Comm Exp. 12/02/06
Bonded By Service Inc
No. CC245028

Notary Public



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.09, Florida Statutes, the
following is submitted:

FIRST---That MEADOW FRESH, INC., desiring to organize and
qualify under the Laws of the State of Florida, with its
principal place of business initially in the City of Boynton
Beach, Florida, has named JAMES L. JILKE, at 4908 Palo Verde
Drive, Boynton Beach, Florida 33436, as its Agent to accept
service of process within Florida.

MEADOW FRESH, INC.

By: James L. Jilke
James L. Jilke

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

James L. Jilke
James L. Jilke

Dated: 7/17/95

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