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KENNETH C. GRAUER  
837 LAKE SHORE DRIVE  
DELRAY BEACH, FL 33444

DECEMBER 8, 1995

Secretary of State  
Corporate Name Division  
P. O. Box 6327  
Tallahassee, FL 32314

Enclosed please find herewith Articles of Incorporation to be  
filed for FRESH & PURE AIR, INC.

Please accept our check for \$70 for incorporation fees and a  
copy of the certificate of incorporation. At your earliest  
convenience, please send us your letter confirming these  
articles have been filed. Thank you for your assistance.

Yours truly,

  
KENNETH C. GRAUER

400001673374  
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION  
OF

FRESH & PURE AIR, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is FRESH & PURE AIR, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically to engage in marketing.

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 1,000 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V

This Corporation is to exist perpetually.

#### ARTICLE VI

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No officer, director or shareholder shall be personally liable for any debts of this Corporation.

#### ARTICLE VII

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The street address of the initial principal office is: 837 Lake Shore Drive, Delray Beach, Florida 33444 and the number of directors constituting the initial Board of Directors of this Corporation is two. The names and street address of the initial directors of this Corporation are:

KENNETH C. GRAUER  
837 LAKE SHORE DRIVE  
DELRAY BEACH, FL 33444

JOANN GRAUER  
837 LAKE SHORE DRIVE  
DELRAY BEACH, FL 33444

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. The number of directors of this Corporation shall be not less than one.

#### ARTICLE IX

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The name and street address of the subscriber to these Articles of Incorporation, together with the number of shares of stock and value of consideration therefore are as follows:

KENNETH C. GRAUER	SHARES	CONTRIBUTION
837 LAKE SHORE DRIVE	1,000	\$1,000
DELRAY BEACH, FL 33444		

#### ARTICLE X

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The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

#### ARTICLE XI

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This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as " Section 1244 Stock ", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

#### ARTICLE XII

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Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE XIII

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Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

#### ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

#### ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

#### ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 8th day of December, 1995.



KENNETH C. GRAUER

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared KENNETH C. GRAUER known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and county aforesaid, this 8th day of December, 1995.



CAROLYN J. JONES-CARROLL  
COMMISSION # CC 370894  
EXPIRES MAY 8, 1998  
Bonded Through  
ALAN INSURANCE SERVICES

*Carolyn J. Jones-Carroll*

NOTARY PUBLIC  
State of Florida at Large

My commission expires:

May 8, 1998

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

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First - That FRESH & PURE AIR, INC. desiring  
to organize or qualify under the laws of the State of Florida  
with its principal place of business at City of Boca Raton,  
State of Florida, has named: KENNETH C. GRAUER  
located at:

837 LAKE SHORE DRIVE  
DELRAY BEACH, FL 33444

as its agent to accept service of process within Florida.

Signature

  
KENNETH C. GRAUER

Title

Pres.

Date

12/8/95

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.

Signature

  
KENNETH C. GRAUER

Date

12/8/95

FILED  
95 DEC 28 AM 9:57  
TALLAHASSEE, FLORIDA