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LAW OFFICES
FOTOPULOS & SPRIDGEON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

TENTH FLOOR
SUN BANK BUILDING
315 EAST MADISON STREET
TAMPA, FLORIDA 33602

TELEPHONE
(813) 221-3002
FACSIMILE
(813) 220-3075

February 6, 1996

CERTIFIED MAIL #P 809 747 143
RETURN RECEIPT REQUESTED

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

700001711897
-02/09/96--01100--004
*****70.00 *****70.00

Re: Articles of Incorporation
THREE SISTERS SPRINGS WATER COMPANY

Gentlemen:

We enclose for filing one (1) original Articles of Incorporation of THREE SISTERS SPRINGS WATER COMPANY.

We also enclose our firm check in the amount of Seventy Dollars (\$70.00), to be applied as follows:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
<u>TOTAL</u>	<u>\$70.00</u>

Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

FOTOPULOS & SPRIDGEON



Thomas E. Fotopulos

TEF/pb
Enclosures

AL

FEB 13 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB -9 PM 2:50

**ARTICLES OF INCORPORATION
OF
THREE SISTERS SPRINGS WATER COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB -9 PM 2:50

ARTICLE I - NAME

The name of the Corporation is **THREE SISTERS SPRINGS WATER COMPANY**. The mailing address of the Corporation is 315 East Madison Street, Suite 1000, Tampa, Florida 33602.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00 which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 315 East Madison Street, Suite 1000, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Thomas E. Fotopulos, Esquire.

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have One (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial officer and Board of Directors of this Corporation is:

NAME

HARVEY GOODMAN

ADDRESS

**800 West Avenue
Miami, Florida 33139**

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME

THOMAS E. FOTOPULOS

ADDRESS

**315 E. Madison Street, Suite 1000
Tampa, Florida 33602**

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the date of signing.

DATED: February 6, 1996

THOMAS E. FOTOPULOS



Incorporator

ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS E. FOTOPULOS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. THOMAS E. FOTOPULOS is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 6th day of February, 1996.

Patricia L. Bliss

Notary Public

Printed Name: PATRICIA L. BLISS



**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

THOMAS E. FOTOPULOS, the Incorporator of the aforementioned corporation, desiring to organize or qualify under the laws of the State of Florida, has named THOMAS E. FOTOPULOS, 315 East Madison Street, Suite 1000, Tampa, Florida 33602, as the corporation's agent to accept service of process within Florida.

DATED: February 6, 1996



THOMAS E. FOTOPULOS

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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

DATED: February 6, 1996



THOMAS E. FOTOPULOS
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -9 PM 2:50