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Clifford M. Ables, III

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May 24, 1996

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE: LAKE PLACID SPRING WATER, INC.

Greetings:

Enclosed please find the Articles of Incorporation, Designation of Registered Agent and my trust check, in the amount of \$122.50, payable to the Department of State for the various fees. Please charge my account for the filing of the corporate documents, i.e., \$10.00, and return the certified copy of the articles, by facsimile transmission and regular mail.

Your attention to this matter will be appreciated.

Sincerely,



CLIFFORD M. ABLES, III

Enclosure

CMA:as

cc: Client

Member # 7182

Return to P. U.

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96 MAY 29 AM 9 56
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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

9/6/96

ARTICLES OF INCORPORATION

FILED

OF

96 MAY 29 AM 10:51

LAKE PLACID SPRING WATER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is LAKE PLACID SPRING WATER, INC..

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The principal office place of business shall be:

123 Rapsody Court

Lake Placid, Florida 33852

The mailing address of this corporation shall be:

P. O. Box 2585, Lake Placid, Florida 33852

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the initial director of this Corporation is:

JEROME BROWNLEE
P. O. Box 2585, Lake Placid, Florida 33852

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Clifford M. Ables, III
457 South Commerce Avenue
Sebring, Florida 33870

The Board of Directors from time to time may move the Registered

Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR.

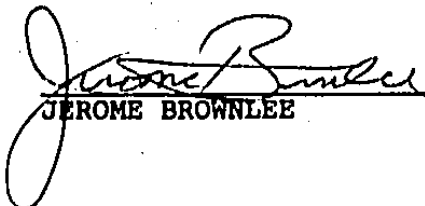
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

JEROME BROWNLEE
P. O. Box 2585, Lake Placid, Florida 33852

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

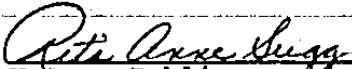
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24 day of May, 1996.


JEROME BROWNLEE

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 24th day of May 1996, by JEROME BROWNLEE who is personally known to me or who has produced for identification _____ (type of identification) and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.




Notary Public
My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LAKE PLACID SPRING WATER, INC.

2. The name and address of the registered agent and office is:

CLIFFORD M. ABLES, III
457 South Commerce Avenue
Sebring, Florida 33870

Signature

Title

President

Date

5-24-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

CLIFFORD M. ABLES, III

Date

5-24-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 29 AM 10:51

FILED