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TOM G. HURROWS
JERRY L. JESTER

RUTH A. SCOTT
PROBATE PARALEGAL

August 2, 1996

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

RE: Articles of Incorporation of O-Three Limited, Inc.

Dear Sir or Madam:

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-08/07/96--01007--009
*****70.00 *****70.00

In reference to the above captioned matter, enclosed you will find original and one (1) copy of proposed Articles of Incorporation, and our check made payable to your order in the amount of \$70.00, representing the following:

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

Please provide the undersigned with a conformed copy. A self-addressed stamped envelope is enclosed for your convenience. Thank you for your prompt attention this matter. If you have any questions, please do not hesitate to call.

Sincerely yours,


Jerry L. Jester

JLJ/gm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG - 8 1996

ARTICLES OF INCORPORATION

OF

O - THREE LIMITED, INC.

ARTICLE I. Name

The name of this corporation is O - THREE LIMITED, INC.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To market, produce, and sell Ozone and Ozone related products and services, retail and wholesale; to engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

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TALLAHASSEE, FLORIDA

ARTICLE V. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this 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 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 and principal office of this corporation is 150 N. Wilson Avenue, Cocoa, FL 32922, and the name of the registered agent at that address is James R. Hunt. The mailing address of the corporation is 150 N. Wilson Avenue, Cocoa, FL 32922.

ARTICLE VII. Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

James R. Hunt

3000 Friday Lane, Cocoa, FL
32926

ARTICLE VIII. Incorporators

The name and address of the person signing these articles is James R. Hunt, 3000 Friday Lane, Cocoa, FL 32926.

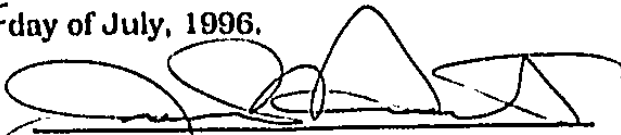
ARTICLE IX. Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. Amendment


This corporation reserves the right to amend or repeal any provisions 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 this 31ST day of July, 1996.


James R. Hunt

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


James R. Hunt

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TALLAHASSEE, FLORIDA