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Business & Industry Publications, Inc.

EFFECTIVE DATE

9/25/96

ARTICLES OF INCORPORATION

OF

INTERNATIONAL WATER MACHINES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 26 PM 2:10

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **INTERNATIONAL WATER MACHINES, INC.**, and the business address is 1300 South Andrews Avenue, Pompano Beach, Florida 33069.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 20,000,000 shares of common stock having a par value of \$.001 per share.

#### ARTICLE IV.

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE V

The street address of the initial registered agent is 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is LEONARD H. BLOOM.

#### ARTICLE VI

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, is used.

#### ARTICLE VII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### ARTICLE VIII

The name and street address of the incorporator signing these articles is:

LEONARD H. BLOOM

1101 Brickell Avenue  
Suite 1400  
Miami, Florida 33131

#### ARTICLE IX

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE X

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 25th day of September, 1996.


  
LEONARD H. BLOOM

STATE OF FLORIDA     )

COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared LEONARD H. BLOOM, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 25th day of September, 1996.

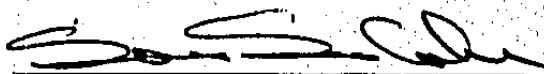
  
Notary Public, State of Florida  
at Large

STATE OF FLORIDA     )

COUNTY OF DADE       )

BEFORE ME, the undersigned authority, personally appeared  
LEONARD H. BLOOM, to me known to be the Registered Agent of and  
acknowledged that he freely and voluntarily executed the said  
Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 25 day of September,  
1996.



Notary Public, State of Florida  
at Large

100% COTTON RECYCLED

**CERTIFICATE OF DESIGNATING RESIDENT AGENT  
AND RESIDENT OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 PM 2:10

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

**INTERNATIONAL WATER MACHINES INC.**

desiring to organize under the laws of the State of Florida, hereby designates **LEONARD H. BLOOM** its registered agent and 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131 as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.

  
**LEONARD H. BLOOM**