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P96000089763



PROSECUTOR
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 139440 4726134

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 31, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 139440-005

CUSTOMER NO: 4726134

CUSTOMER: Annette Ryan, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Suite 2200
401 East Jackson Street
Tampa, FL 33602

900001992509--9
-10/31/96--01079--005
****122.50 ****122.50

EFFECTIVE DATE

10.28.96

DOMESTIC FILING

NAME: TWELVE OAKS WATERS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR
10.31.96

FILED
96 OCT 31 PM 3:25
RECEIVED
96 OCT 31 PM 11:29
DIVISION OF CORPORATIONS

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(954) 462-9500

October 28, 1996

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

RE: Articles of Incorporation
of Twelve Oaks Waters Corp.

Sir/Madam:

In regard to the above-referenced corporation, enclosed are the original and one (1) copy of the executed Articles of Incorporation for the subject corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same.

A check in the amount of \$122.50 is enclosed to cover the fee for the filing of the enclosed.

If you find any problems with the enclosed documents, or require additional information, please contact the undersigned directly at the telephone number referenced in the letterhead above.

Sincerely,


Lawrence J. Bailin

LJB/asr
Enclosures

EFFECTIVE DATE
10-28-56

ARTICLES OF INCORPORATION OF
TWELVE OAKS WATERS CORP.

FILED
\$5 OCT 31 1956
TAMPA, FLA.

ARTICLE ONE - NAME

The name of this corporation is: Twelve Oaks Waters Corp.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is: 3805 W. San Nicholas Street, Tampa, Florida 33629.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street Suite 2200, Post Office Box 3299, Tampa, Florida 33601.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are CLIFF LEVY, whose address is 1616 Culbreath Isles Drive, Tampa, Florida 33629 and SIGMUND LEVY, whose address is c/o I.C.I. Developments, Ltd. Suite 106, 1200 Sheppard Avenue East, Willowdale, Ontario, Canada M2K 2B5.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is LAWRENCE J. BAILIN, c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 401 East Jackson Street, Suite 2200, Post Office Box 3299, Tampa, Florida 33601.

ARTICLE NINE - 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.

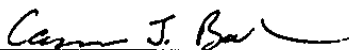
ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.


IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 28th day of October, 1996



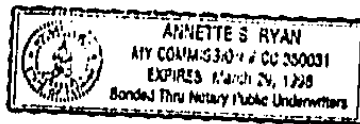
Lawrence J. Bailin, as
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 29 day of October, 1996, by Lawrence J. Bailin, who is personally known to me and who did not take an oath.

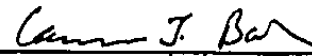
 (SEAL)
Notary Public

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.


Lawrence J. Bailin, as
Registered Agent

FILED
96 OCT 31 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA