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TRANSMITTAL LETTER

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

000002119820--
-03/20/97-01196--009
****131.25 ****131.25

SUBJECT: H2O TWO THOUSAND, INC.
(Proposed corporate name - must include suffix)

FILED
97 MAR 20 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input checked="" type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Robert Monte
Name (printed or typed)

401 So. Lincoln Ave., "B"
Address

Clearwater, Florida 34616
City, State & Zip

(813) 449-2243
Daytime Telephone number

OK
3/26/97

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
H2O Two Thousand, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of corporation: H2O Two Thousand, Inc..

Article II - Duration

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Purpose

This corporation is organized for the purpose of managing in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue ten million shares of \$.001 par value Common Stock, which shall be designated Common Shares.

Article V - Initial Registered Office and Agent

The name, address and phone number of the Initial Registered Agent of this Corporation is:

Mr. Robert Monte
L & M Group, LC
401 S. Lincoln Ave., Suite B
Clearwater, Florida 34616
(813) 449-2243

The principal place of business is the same as the registered office.

Article VI - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Dennis J. Klein
1729 Cyprus Avenue
Clearwater, FL 34630

Harold Anthony Klein
1220 Madison Avenue
Suite #7
Toledo, OH 43624

Edward L. Poling
2283 Fulton Street
Toledo, OH 43620

Article VII - Incorporator

The name and address of the person signing these articles of incorporation:

Mr. Robert Monte
L & M Group, LC
401 S. Lincoln Ave., Suite B
Clearwater, FL 34616-5825

Signature

A handwritten signature in black ink, appearing to be 'RM' or 'Robert Monte', written over a horizontal line.

Robert Monte

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: H2O TWO THOUSAND, INC.

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

Robert Monte

(Name)


401 So. Lincoln Ave., "B"

(P.O. Box not acceptable)

Clearwater, Florida 34616

(City/State/Zip)

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)

3/19/7
(Date)