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(( (H97000006691 4) ))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AQUA DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000006691

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL APR 24 1997

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ARTICLES OF INCORPORATION OF  
AQUA DISTRIBUTORS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME:

The name of this corporation is:

AQUA DISTRIBUTORS, INC.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas  
782 NW Le Jeune Rd., # 550  
Miami, Florida 33126  
Florida Bar No: 0273546  
(305) 442-1439

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, 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 principal office of this corporation is:

81581 Overseas Highway  
Islamorada, FL 33036

The name of the initial registered agent of this corporation is:

Barbara Kurutz

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have Two (2) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

Martha I. Palma  
1340 Ocean Bay Drive, #14  
Key Largo, FL 33036

Barbara Kurutz  
94825 Overseas Highway, #226  
Key Largo, FL 33036

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ARTICLE VIII-INDEMNIFICATION:

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

ARTICLE IX-INCORPORATORS:

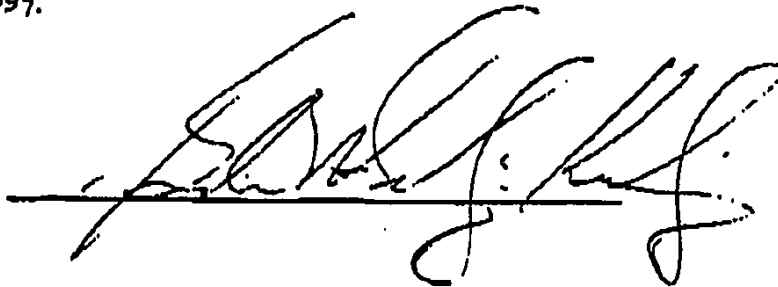
The name and address of the person(s) signing these articles of incorporation is

(are):  
Barbara Kurutz  
94824 Overseas Highway, #226  
Key Largo, FL 33036

IN WITNESS WHEREOF, the undersigned subscriber(s)

has (have) executed these Articles of Incorporation this 9 day of

April, 1997.

A handwritten signature in black ink, appearing to read 'Barbara Kurutz', is written over a horizontal line.

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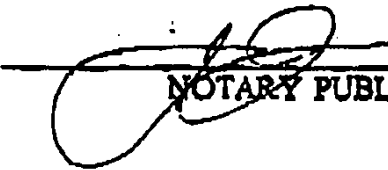
STATE OF FLORIDA )  
COUNTY OF DADE )

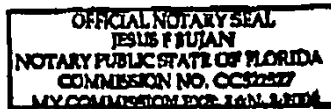
BEFORE ME, the undersigned authority, personally appeared Barbara Kurutz

known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 9 day of April, 1997 by Barbara Kurutz who is ( are ) personally known to me or who have produced drivers license as identification and who did take an oath.

seal:

  
NOTARY PUBLIC - STATE OF FLORIDA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING  
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following  
is submitted:

desiring to organize or qualify under the laws of the State of Florida, with its  
principal place of business in the City of Miami, County of Dade, State of  
Florida, has named: Barbara Kurutz

as its agent to accept service of process within the State of  
Florida, with the registered address as:

\*\*\*\*\*

**ACKNOWLEDGMENTS**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,  
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

DATED: THE 9 DAY OF April, 1997

**REGISTERED AGENT  
BARBARA KURUTZ**

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