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FILED  
97 JUL 17 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 15, 1997

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

000002240380--2  
-07/17/97--01046--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Aqua Pure Water Filters, Inc.

Dear Sir:

Enclosed please find articles of incorporation for filing. A check in the sum of \$122.50 representing the filing fee plus the cost of a certified copy of the articles is enclosed.

Your cooperation regarding the above is appreciated.

Sincerely,

  
Steve Goerke

EFFECTIVE DATE

07-15-97

JN 7-18-97

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AQUA PURE WATER FILTERS, INC.

MICHAEL RUCCI, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida. EFFECTIVE DATE

ARTICLE I - NAME

07-15-97

The name of the corporation shall be AQUA PURE WATER FILTERS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of Three Hundred (300) shares of common stock of one (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be located at 5740 Hollywood Boulevard, Suite 300, Hollywood, Florida 33021 and the name of the initial Registered Agent of this corporation at said address shall be Steven Goerke.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall initially have two directors: MICHAEL RUCCI, 3850 Lake Worth Road, Lake Worth, Florida 33461 and H. Joseph Duchainey, 1401 SW 10th Street, Fort Lauderdale, Florida 33312.

#### ARTICLE VI - SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, Vice-President and Secretary of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The officers may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer or officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every person who may become an officer of this corporation is hereby relieved

from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation which he may be in anywise interested.

#### ARTICLE VII- OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: H. Joseph Duchainey, 1401 SW 10th Street, Fort Lauderdale, Florida 33312 - President and Secretary and Michael Rucci, 3850 Lake Worth Road, Lake Worth, Florida 33461 - Vice-President.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is MICHAEL RUCCI, 3850 Lake Worth Road, Lake Worth, Florida 33461.

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted to this reservation.

#### ARTICLE X - COMMENCEMENT


This corporation shall commence its existence upon the execution of these Articles.

#### ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 1729 East Commercial Boulevard, Suite 325, Fort Lauderdale, Florida 33334.

IN WITNESS WHEREOF, the undersigned incorporator, MICHAEL

RUCCI, subscribed to these Articles of Incorporation this 15th day  
of July, 1997.

  
MICHAEL RUCCI

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority duly appointed to take  
acknowledgements, personally appeared Michael Rucci to me  
personally known or who produced \_\_\_\_\_ as identification,  
and who did/did not take an oath and who acknowledged before me  
that he executed the foregoing for the purposes therein expressed.

SWORN TO and subscribed before me this 15th day of July, 1997.

  
Notary Public  
STEVEN GOERKE

My commission expires:



STEVEN GOERKE  
My Commission CC323492  
Expires Oct. 14, 1997  
Bonded by HAI  
800-422-1555

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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said act:

AQUA PURE WATER FILTERS, INC. desiring to organize under the  
laws of the State of Florida, with its Registered Office as  
indicated in the Articles of Incorporation at 5740 Hollywood  
Boulevard, Suite 300, Hollywood, Florida 33021, has named as its  
Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-  
stated corporation at the place designated in this Certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
Steven Goerke

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