

P97000095315

PAUL V. DeBIANCHI, P. A.
ATTORNEY AT LAW

PAUL V. DeBIANCHI

SUITE 500 ADAMS BUILDING
2601 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE: (954) 566-4944
FAX: (954) 566-4922

August 15, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/21/97-01050-007
***122.50 ***122.50

RE: Pure Energy Products of Florida, Inc. (9)

Gentlemen:

Enclosed is an original and duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to this office in the enclosed, return airbill envelope.

I have also enclosed our check in the amount of \$122.50, to cover the following:

Filing Fee
Certified Copy
Registered Agent Designation

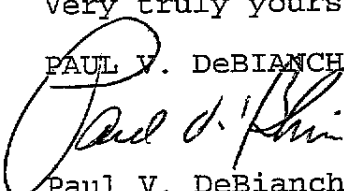
Please file the Articles of Incorporation with respect to Pure Energy Products of Florida, Inc., a Florida corporation.

Our federal express number is 1009-2144-8 and I enclose herewith a return airbill for return of the Articles of Incorporation of the new Florida corporation.

Thank you very kindly.

Very truly yours,

PAUL V. DeBIANCHI, P.A.


Paul V. DeBianchi
For the Firm
PVD/sm

Enclosures

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W97-1950
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97 NOV -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 6 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1997

PAUL V. DEBIANCHI, ESQ.
2601 EAST OAKLAND PARK BLVD.
SUITE 500 ADAMS BUILDING
FT. LAUDERDALE, FL 33306

SUBJECT: PURE ENERGY PRODUCTS OF FLORIDA, INC.
Ref. Number: W97000019503

We have received your document for PURE ENERGY PRODUCTS OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 197A00042550

PAUL V. DeBIANCHI, P. A.
ATTORNEY AT LAW

PAUL V. DeBIANCHI

SUITE 500 ADAMS BUILDING
2601 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 566-4944
FAX: (954) 566-4822

October 29, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Beth Register

RE: Pure Energy Products of Florida, Inc.

Dear Ms. Register:

This letter is written pursuant to my telephone conversation with Bobby, a supervisor, on October 21, 1997. We are returning to you once again:

1. Original and duplicate copy of the Articles of Incorporation of this proposed corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to this office in the enclosed, return airbill envelope.

2. Your letter to me dated August 22, 1997, letter number 197A00042550.

3. Affidavit of Consent of Bonnie Paul as President and authorized agent of Pure Energy Products Corp. As you can see, Bonnie Paul is the same Bonnie Paul with respect to both corporations.

The Division of Corporations has retained our check in the amount of \$122.50, to cover the following:

Filing Fee
Certified Copy
Registered Agent Designation

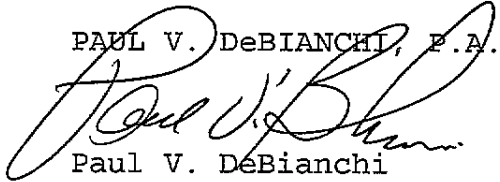
Please file the Articles of Incorporation with respect to Pure Energy Products of Florida, Inc., a Florida corporation.

Our federal express number is 1009-2144-8 and I enclose herewith a return airbill for return of the Articles of Incorporation of the new Florida corporation.

Thank you very kindly.

Very truly yours,

PAUL V. DeBIANCHI, P.A.

A large, stylized handwritten signature of Paul V. DeBianchi in cursive script, written in dark ink.

Paul V. DeBianchi
For the Firm
PVD/sm

Enclosures

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CC. Chest

AFFIDAVIT

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared BONNIE PAUL, who, after being duly sworn, states the following:


1. That the averments contained in this Affidavit are made out of my own personal knowledge and belief.

2. I am the President and authorized agent of Pure Energy Products Corporation, a Georgia Corporation, num: F96000002479: FEI # 58-2177442.

3. I, Bonnie Paul, as President and authorized agent of Pure Energy Products, Corp. hereby consent to the use of the name Pure Energy Products of Florida, Inc. sought to be used as the name of the Florida corporation in Articles of Incorporation signed by me, Bonnie Paul, July 30, 1997.

4. I, Bonnie Paul, appearing on the Articles of Incorporation for Pure Energy Products of Florida, Inc., a corporation sought to be filed as a Florida corporation pursuant to Article of Incorporation dated July 30, 1997, are one and the same person as Bonnie Paul, President and authorized agent of Pure Energy Products of Florida, Inc.

FURTHER AFFIANT SAYETH NAUGHT.

x 
BONNIE PAUL

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 3rd day of November, 1997, by BONNIE PAUL, who is personally known to me and who did take an oath.

Stacey Morgenstern
NOTARY PUBLIC
My Commission Expires:

Stacey Morgenstern
Print/Type Name of Notary



STACEY MORGENSTERN
COMMISSION # CC608630
EXPIRES DEC 16, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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ARTICLES OF INCORPORATION

ARTICLE I-Name

The name of this corporation is: PURE ENERGY PRODUCTS OF
FLORIDA, INC.

ARTICLE II-Duration

This corporation shall exist perpetually.

ARTICLE III-Purpose

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV-Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00
par value common stock which shall be designated "Common
Shares".

ARTICLE V-Pre-emptive Rights

Every shareholder, 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 initial registered office of this
corporation is: 1200 S. Pine Island Road, Plantation, Florida,
33324; and the name of the original registered agent of this
corporation at that address is: CT CORPORATION SYSTEM.

ARTICLE VII - Principal Office and Mailing Address

The principal office of the corporation and mailing address
of such principal office shall be at The Crystal, 1700 S. Ocean
Blvd., Suite #20C, Pompano Beach, FL 33062.

ARTICLE VIII- Initial Director

This corporation shall have one (1) director initially. The
number of directors may be either increased or diminished from
time to time by the By Laws but shall never be less than one (1).
The name and post office address of the initial director is:

FILED
97 NOV -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

BONNIE PAUL

1700 S. Ocean Blvd., Suite #20C
Pompano Beach, FL 33062

ARTICLE IX- Incorporator

The subscribers to these Articles of Incorporation and to all the shares of stock authorized by this corporation to have outstanding are:

NAME

ADDRESS

BONNIE PAUL

1700 S. Ocean Blvd., Suite #20C
Pompano Beach, FL 33062

ARTICLE X-Indemnification

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

ARTICLE XI-Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of July, 1997.

Bonnie Paul
BONNIE PAUL

STATE OF FLORIDA :

: SS:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public authorized to take acknowledgments in the sate and county set forth above, personally appeared BONNIE PAUL known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this 31
day of July, 1997.

Robert L. Lusin

NOTARY PUBLIC

My Commission Expires: Notary Public, Fayette County, Georgia
My Commission Expires March 13, 2001

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept Service of Process for the
above-stated corporation, at the place designated in these
Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the provisions of the Florida
Corporation Act relative to keeping open said office.

CT Corporation System, Registered Agent

By: *Barbara A. Burke*
Authorized Agent

**BABARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

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FILED
97 NOV -5 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA