

P 98 0000 14859

FRANCIS M. BRADLEY, J. D., Ph D.

427 TIMBERLAKE DRIVE
MELBOURNE, FLORIDA 32940

TEL/FAX 407-242-1421

February 10, 1998

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

In Re: Water From The Air, Inc.

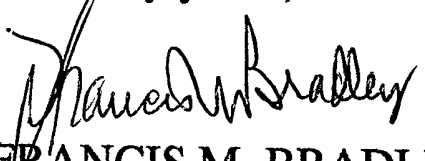
Dear Sirs:

100002430341--3
-02/13/98--01075--019
*****70.00 *****70.00

Enclosed is an original and one copy of the articles of
incorporation and check for \$70.00

If there are any questions please do not hesitate to call at
the aforementioned telephone or telefax.

Sincerely yours,


FRANCIS M. BRADLEY

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F. CHESSEB FEB 16 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator to these Articles of Incorporation is a natural person competent to contract and for a corporation under the Laws of the State of Florida does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. The name of the corporation shall be Water From The Air, Inc.

ARTICLE II. The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, The State of Florida and any other state, country, territory or nation.

ARTICLE III. The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of this corporation.

ARTICLE IV. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of common stock with a \$.001 par value

ARTICLE V. This corporation is to exist perpetually.

The initial post office address of the principal office of this corporation in and for State of Florida, County of Brevard, is at 11680 Point Drive,. So Merritt Island Florida 32952.

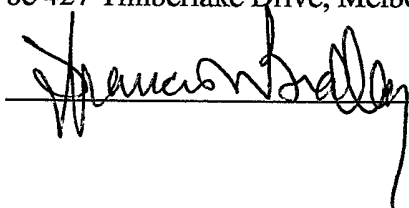
ARTICLE VII. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation. The name and address of the members of the first board of directors who will serve until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Francis M. Bradley, 427 Timberlake Drive, Melbourne, Fla 32940

ARTICLE VIII. The name and address of the incorporator signing these articles is: Francis M. Bradley, 427 Timberlake Drive, Melbourne, Fla 32940.

ARTICLE IX. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by board of directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. The registered agent of this corporation shall be Francis M. Bradley, 427 Timberlake Drive, Melbourne, Fla 32940 and the registered office of the corporation shall be 427 Timberlake Drive, Melbourne, Fl 32940



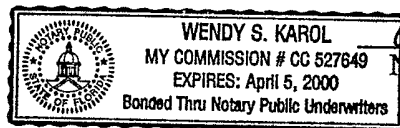
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD:SS

Before me, personally appeared Francis M. Bradley, who being duly sworn and known to me to be the person who is named as incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

Witness my hand and official seal in the county and state last aforesaid on this 11th day of February 1998

My commission Expires



Wendy S. Karol
Notary Public

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO CHAPTER 48.091 OF FLORIDA STATUTES , THE FOLLOWING
WAS SUBMITTED IN COMPLIANCE WITH SAID ACT.

Water From The Air, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Brevard, State of Florida has named Francis M. Bradley, 427 Timberlake Drive, Melbourne, Fla 32940 as its agent to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping such office open.

Francis M. Bradley
Francis M. Bradley, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA