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Dowd & Associates P.A.
815 Virginia Dr.
Orlando, Fla 32803

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****122.50 ****122.50

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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3. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 11 PM 12:50

FILED

W98-4553



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1998

DOWD & ASSOCIATES, P.A.
815 VIRGINIA DR.
ORLANDO, FL 32803

SUBJECT: RAINBOW PURE DRINKING WATER SYSTEMS, INC OF FLORIDA
Ref. Number: W98000004552

We have received your document for RAINBOW PURE DRINKING WATER SYSTEMS, INC OF FLORIDA 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 598A00011410

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The Name of the corporation is RAINBOW PURE WATER SYSTEMS,
INC OF FLORIDA.

ARTICLE TWO

DURATION

This corporation shall commence existence as of the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 2500 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX
RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder (s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The address of the initial registered office of the corporation is 1285 AMBRA DRIVE, MELBOURNE, FL 32940 and the name of the initial registered agent at such address is CARL NICHOLSON.

ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS

The initial subscriber to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

CARL NICHOLSON - 100 SHARES - PRES.

ARTICLE NINE
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors or Officers.

ARTICLE TEN
INCORPORATION

The name and address of the incorporator is : _____

CARL NICHOLSON
1285 AMBRA DRIVE
MELBOURNE, FL 32940

ARTICLE ELEVEN
AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is 1285 AMBRA DRIVE,
MELBOURNE, FL 32940.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of Feb.

Carl Madison

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name (and any other officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Carl Nicholson
Registered Agent

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATION PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

RAINBOW PURE WATER SYSTEMS, INC OF FLORIDA

a corporation organizing under the laws of the state of Florida with
its principal office at 1285 AMBRA DRIVE, MELBOURNE, FL 32940
has named CARL NICHOLSON located at 1285 AMBRA DRIVE, MELBOURNE,
FL 32940 as its agent to accept service of process within the State.

FILED
98 MAR 11 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA