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Law Offices of

WILLIS & FEREBEE

A Partnership of Professional Associations

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BOARD CERTIFIED CRIMINAL TRIAL LAWYER
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PERSONAL INJURY

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MAILING ADDRESS
P.O. Box 1796
JACKSONVILLE, FL 32201

April 29, 1998

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

RE: Articles of Incorporation
River City Bottled Water Company, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for River City Bottled Water Company, Inc., together with my firm check in the amount of \$122.50 in payment of the filing fees, etc. Please file the original Articles and return an acknowledged copy to me for my records. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or require anything further, please do not hesitate to contact my office.

Sincerely,


David B. Ferebee

Enclosures

DBF/mdc

APPROVED
AND
FILED
98 MAY -4 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 5 1998

**ARTICLES OF INCORPORATION
OF
RIVER CITY BOTTLED WATER COMPANY, INC.**

APPROVED
AND
FILED
98 MAY -4 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **RIVER CITY BOTTLED WATER COMPANY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: **3420 University Blvd., South, #303, Jacksonville, FL 32216.**

ARTICLE III

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 503 East Monroe Street, Jacksonville, Florida 32202; mailing address is Post Office Box 1796, Jacksonville, FL 32201, and the name of the initial registered agent of this corporation at that address is David B. Ferebee, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and its successors shall have been duly elected and qualified, or until its earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are: Charles G. Turner, 3420 University Blvd., South, #303, Jacksonville, FL 32216, and Sharon Ann Turner, 3420 University Blvd., South, #303, Jacksonville, FL 32216.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is David B. Ferebee, Esquire, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202, MAILING ADDRESS: Post Office Box 1796, Jacksonville, Florida 32201.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: Apr 30, 1998



David B. Ferebee
Incorporator

The undersigned has executed these Articles of Incorporation this 30 day of April, 1998.



David B. Ferebee

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034, Florida Statutes, the following is submitted:

FIRST that RIVER CITY BOTTLED WATER COMPANY, INC. desiring to organize or qualify under the laws of the State of Florida, has named DAVID B. FEREBEE, Esquire, located at 503 East Monroe Street, Jacksonville, Florida, 32202, mailing address Post Office Box 1796, Jacksonville, FL 32201 as its agent to accept service of process within Florida.

Dated: 4/30/98



David B. Ferebee, Incorporator

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. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4/30/98



DAVID B. FEREBEE
Registered Agent

APPROVED
AND
FILED

98 MAY -4 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA