

P98000059251

Date: June 29, 1998

TO: SECRETARY OF STATE/CORPORATIONS DIVISION

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-07/01/98--01079--012
*****70.00 *****70.00

RE: WATER TO GO₂, INC.

Enclosed are Articles of Incorporation, \$70.00 check for cost,
and Registered Agent Designation/Acceptance of Registered Agent.

Please return the enclosed copy of the Articles with the Certificate authorizing this corporation. Thank you.

Sherry M. Woods

Sherry M. Woods
39650 U S 19 North #554
Tarpon Springs FL 34689
Home: 813/937-4133
Office: 813/786-1232

FILED
98 JUL -1 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sherry

GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Incorporator address*

DATE *7/6/98*

DOC. EXAM *mc*

mc 7/6/98

ARTICLES OF INCORPORATION OF WATER TO GO₂, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: WATER TO GO₂, INC.

ARTICLE II. PERMITTED BUSINESS ACTIVITIES

This corporation may engage in every phase of any and all activities or business permitted under the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or business as may be permitted in any foreign country.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the date of filing of the Articles of Incorporation with the Secretary of State's Office in Tallahassee, Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 39650 U S 19 North #554, Tarpon Springs FL 34689.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

A. Fletcher Dyches, Esq.
11300 Fourth Street North, #300
St. Petersburg FL 33716

ARTICLE VIII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix the salaries or compensation of the directors as directors and as officers; to permit contracts or other transactions between the corporation and one or more of its directors or a business in which one or more of its directors are interested; and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Law or By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract transaction, or

because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The members of the first Board of Directors, who shall serve until their successors are elected or appointed and have qualified, are:

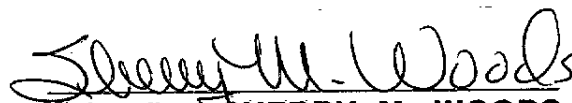
Sherry M. Woods
39650 U S 219 North #554
Tarpon Springs FL 34689

The subscriber hereby assigns to this corporation any and all rights under Section 607.161, Florida Statutes, or any successor to said statute, to constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 29th day of June, 1998.



Subscriber,

SHERRY M. WOODS

Page 3

39650 U S 219 North #554
Tarpon Springs, FL 34689

WATER TO GO₂, INC.

corporation organized under the laws of Florida, states that it has
named **A. FLETCHER DYCHES, Esq.**, as its registered agent and that
the address of the registered agent and registered office is 11300
Fourth Street North, St. Petersburg FL 33716.

Sherry M. Woods

Sherry M. Woods
Subscriber, Articles of Incorporation

06/29/98

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper performance of my duties as registered agent.

A. Fletcher Dyches
A. FLETCHER DYCHES

06/29/98

FILED
98 JUL -1 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA