

William B. Richbourg
ATTORNEY AT LAW

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July 8, 1998

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

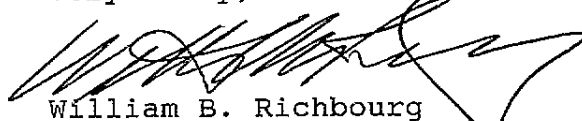
RE: Fountain of Youth Water Company, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

Please file the articles of incorporation and return a certified copy to my office. Thank you for your assistance.

Very truly,



William B. Richbourg

WBR/mgm

Enclosures

FILED
98 JUL 10 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/14/98

ARTICLES OF INCORPORATION
OF
FOUNTAIN OF YOUTH WATER COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be FOUNTAIN OF YOUTH WATER COMPANY, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general purpose for which this Corporation is organized is to transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000,000 shares of Common Stock having one cent par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the

Corporation are as follows:

PRINCIPAL OFFICE

6750 N. Palafox
Pensacola, FL 32503

MAILING ADDRESS

P.O. Box 1015
Gulf Breeze, FL 32561

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

6750 N. Palafox, Pensacola, Florida 32503

The name of the initial registered agent of this Corporation at that address shall be:

Maria F. Pena

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

President:	Maria F. Pena 1351 Sanibel Lane Gulf Breeze, Florida 32561
Secretary/Treasurer:	Maria F. Pena 1351 Sanibel Lane Gulf Breeze, Florida 32561

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Maria F. Pena
1351 Sanibel Lane
Gulf Breeze, Florida 32561

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 8 day of July, 1998.



MARIA F. PENA, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me personally appeared MARIA F. PENA, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily

acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Escambia County, Florida, this 8 day of July, 1998.

MONICA G MARSHALL
Notary Public State of Florida
My comm. expires Jan 31, 2002
Comm. No. CC694761

Monica G. Marshall
NOTARY PUBLIC
Printed Name: MONICA G. MARSHALL
My Commission Expires: 1/31/02

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

FOUNTAIN OF YOUTH WATER COMPANY, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, FOUNTAIN OF YOUTH WATER COMPANY, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6750 N. Palafox, Pensacola, Florida, has named Maria F. Pena, located thereat as its registered agent to accept service of process within this state.

BY:

Maria F. Pena
MARIA F. PENA, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:

Maria F. Pena
MARIA F. PENA, Registered Agent

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98 JUL 10 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA