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The Law Offices Of Jeffrey P. Buak, Esquire
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Daytona Beach, FL 32114

Phone 904.274.3300
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July 28, 1998

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Bureau of Corporate Records
Division of corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

RE: PRISTINE OYSTER.COM, INC.

RECEIVED
98 JUL 29 PM 2:38

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for PRISTINE OYSTER.COM, INC., for filing, together with a money order in the amount of $131.25 which represents the appropriate filing fee for a profit corporation.

Please furnish this office with a receipt and a certified copy of the filed Articles of Incroporation.

In the event there is a problem with the name of the corporation, please call my office as alterntive names are available.

Thank you for your assistance and if there are any question please contact my office.

Very Truly Yours,

Jeffrey P. Buak, Esquire

FILED
98 JUL 29 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

P. Hall JUL 29 1998

FILED

98 JUL 29 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRISTINE OYSTER.COM, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:
PRISTINE OYSTER.COM, INC.

ARTICLE II - PERIOD OF DURATION

This corporation is to exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSES AND POWERS

This corporation may engage in any activities or businesses permitted under the laws of the United States and of this State.

ARTICLE IV - STOCK CLAUSES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,825,000 shares of common stock, 2,125,000 of which shall be held in escrow by the Board of Directors to be issued for future services or benefits to be provided to the Corporation, 3,700,000 shall be issued immediately. All or any part of said stock of this corporation may be paid for wholly or in part for cash or for the purchase of property, patents, contracts, labor or service at a just valuation to be fixed by the Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V - INITIAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 45 Allan Drive, Apalachicola, FL 32320. The Board of Directors may from time to time move the principal office to any other address in Florida. This corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within the United States of America as may be designated from time to time by the Directors of the corporation.

ARTICLE VI - DIRECTOR INFORMATION

This corporation shall not have less than one (2) director initially; the number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - DIRECTOR ADDRESSES

The names and addresses of the members of the first Board of Directors are:

Mr. Fred W. Thomas
45 Allan Drive
Apalachicola, FL 32320

Mr. Robert C. Mills
610 Macglenross Drive
Oviedo, FL 32765-6848

ARTICLE VIII - INCORPORATOR INFORMATION

The name and street addresses of each subscriber to these Articles of Incorporation, the number of shares of common stock each agrees to take and the value of the consideration therefore are:

Robert C. Mills
610 Macglenross Dr.
Oviedo, Florida 32765-6848

1,813,000 Shares

ARTICLE IX - REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, Fred W. Thomas, 45 Allan Drive, Apalachicola, Florida 32320, is hereby named as Registered Agent to this corporation to accept service of process within the State of Florida, that the said Fred W. Thomas, by execution of these Articles, does hereby accept to act in the capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address

ARTICLE X - ARTICLE AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 29 day of July, 1998.

ROBERT C. MILLS

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared ROBERT C. MILLS, who provided DL # M 420-763-30-281-0 FL as identification and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 29 th day of JULY, 1998.

JUANITA LEE
MY COMMISSION # CC407923 EXPIRES
October 16, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public; State of Florida JUANITA LEE
My Commission Expires:

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared FRED W. ~~FREDERICK W~~. THOMAS, well known to me, or who produced DL# T520-259-54-469-0 FL, as identification and who, after being duly sworn, says: That he is the Registered Agent named for this corporation, that he has read the said Articles of Incorporation and the allegations therein contained are true and correct.

~~FREDERICK W. THOMAS~~
FRED W. THOMAS

SWORN TO AND SUBSCRIBED
before me this 29 th day JULY
of JULY, 1998.

JUANITA LEE
MY COMMISSION # CC407923 EXPIRES
October 16, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public; State of Florida
My Commission Expires:
JUANITA LEE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PRISTINE OYSTER. COM, INC.

2. The name and address of the registered agent and office is:

FRED W. THOMAS
(NAME)

45 Allen DRIVE
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

APALAChicolA FlORIDA 32320
(CITY/STATE/ZIP)

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

Freddie Thomas
(SIGNATURE)

7/29/98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314