

Est. 1757

DRAKEFORD
&
DRAKEFORD
ACCOUNTANTS
A PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 12 AM 10:31

PP8000071087

Reply to:

Tampa, FL

August 6, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002613645--2
-08/12/98-01026-001
*****70.00 *****70.00

Re: H2Only Corp.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$70.00 to cover filing fees.

Please forward filed copy of the Articles of Incorporation to the undersigned at the address shown below.

Sincerely,

Kimberly Rogers

Kimberly Rogers

enc.

PP
081498

P.O. Box 22023
Tampa, FL 33622-2023
(813) 248-3001
Fax: (813) 247-4115

P.O. Box 987
Arlington, MA 22216-0987
(703) 527-2299
Fax: (540) 775-7303

P.O. Box 4534
Wilmington, DE 19803-4534
(803) 946-4142
Fax: (803) 946-8403

ARTICLES OF INCORPORATION
OF
H2ONLY CORP.

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DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is H2Only Corp., 2212 East 4th Avenue, Tampa FL 33605.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, Water Purification.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Drakeford & Drakeford, P.A.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

Ronald Free
2212 East 4th Avenue
Tampa, FL 33605

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Robert L. Singer - 2212 East 4th Avenue
Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 10th day of July, 1998.

Robert L. Singer
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 10th day of July, 1998 before me, the undersigned officer, personally appeared Robert L. Singer, known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary State of Florida



MICHAEL M. SAWAH
COMMISSION # CC 473935
EXPIRES JUN 19, 1989
BONDED THRU
ATLANTIC BONDING CO., INC.

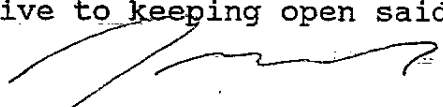
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act.

First that H2Only Corp., desiring to organize under the laws
of the State of Florida, with its principal office as indicated
in the Articles of Incorporation in the County of Hillsborough,
State of Florida, has named Drakeford & Drakeford, P.A., 2212
East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box
22023, Tampa, Florida 33622-2023, as its agent to accept service
of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the
above named Corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



Drakeford & Drakeford, P.A.
Walter H.C. Drakeford

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