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370 MINORCA AVENUE
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October 14, 1998

Via Federal Express

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-10/15/98--01068--003
*****78.75 *****78.75

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

Re: MicroPure, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation regarding the above captioned corporation. I am also enclosing our firm check in the sum of \$78.75. The breakdown of the check is as follows:

Filing Fee	\$35.00
Designation of Resident Agent	\$35.00
Certified Copy	<u>8.75</u>

Total \$78.75

Please return a certified copy of the Articles of Incorporation to this office in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,


JEROME J. KAVULICH

JJK:cs
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 7:54

R. Purinton OCT 21 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1998

GAUTIER & KAVULICH, P.A.
370 MINORCA AVENUE
CORAL GABLES, FL 33134

SUBJECT: MICROPURE, INC.
Ref. Number: W98000023510

We have received your document for MICROPURE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 098A00051201

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 AM 7:54

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of this corporation is MicroPure, Inc.

II. DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall begin on the date the articles are filed with the Department of State.

III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the United States of America and the laws of the State of Florida.

IV. CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of Common Stock that this corporation may issue, is ten million (10,000,000).
- C. Par Value: Each share of Common Stock shall have the par value of one cent (\$.01).

- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgements of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

V. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of this corporation is 4020 Salzedo Street, Coral Gables, Florida 33146,

and the name of the Registered Agent of this corporation at the aforesaid address is JAMES R. LOWRY, II, who by executing these Articles hereby states that he is familiar with and accepts the duties and responsibilities as Registered Agent.

VI. INITIAL BOARD OF DIRECTORS

- A. This corporation shall have one (1) director initially.
- B. The number of directors may be either increased or diminished from time to time pursuant to the by-laws, but shall never be less than one (1).
- C. The name and address of the initial director of this corporation is:

JAMES R. LOWRY, II
4020 Salzedo Street
Coral Gables, Florida 33146

VII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation, shall be vested in the Board of Directors.

VIII. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX. AMENDMENT OF ARTICLES

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

X. SECTION 1244 STOCK

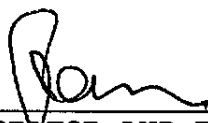
This corporation shall be incorporated so as to qualify for the provision of Section 1244 of the Internal Revenue Code.

XI. INCORPORATION

The name and address of the incorporator of this corporation
is:

JAMES R. LOWRY, II
4020 Salzedo Street
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation on this 14th Day of October,
1998.

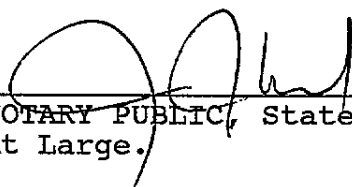


INCORPORATOR AND REGISTERED AGENT
JAMES R. LOWRY, II

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take
acknowledgments in the State and County aforesaid, personally
appeared JAMES R. LOWRY, II, known to me to be the person who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of
Incorporation.

WITNESS my hand and official seal in the State and County
last aforesaid, this 14th day of October, 1998.



NOTARY PUBLIC, State of Florida
At Large.

My Commission Expires:

