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LAW OFFICES

OF

MICHAEL I. FINESILVER

ATTORNEY AT LAW

MICHAEL I. FINESILVER
MEMBER OF FLORIDA BAR, ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA

OF COUNSEL
DAVID DERMER
MEMBER OF FLORIDA AND
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SUITE 372
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
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December 2, 1998

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-12/07/98--01087--007
*****122.50 *****78.75

Ms. Kimberly Rolfe
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

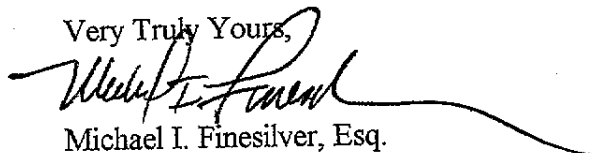
Dear Ms. Rolfe:

Enclosed you will find the original (and one copy) Articles of Incorporation of **H2O An Element of Liquid, Inc.** Additionally, I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

Thank you for your attention to this matter.

Very Truly Yours,


Michael I. Finesilver, Esq.

Enclosure

DMC
12/7/98

FILED
98 DEC -7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H2O An Element of Liquid, Inc.

FILED
98 DEC -7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be **H2O An Element of Liquid, Inc.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation will be **8020 West Drive, #351, North Bay Village, Florida, 33141.**

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **420 Lincoln Road, Suite 372, Miami Beach, Florida 33139** and the initial registered agent is **Michael L. Finesilver, Esq.**

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased from time to time as provided in the by-laws. The name and address of the initial director and principal office of this Corporation are:

**Jack Devoe Benggio
8020 West Drive, #351
North Bay Village, Florida, 33141**

ARTICLE VIII

INCORPORATORS

The name(s) and address(es) of the people signing these Articles of Incorporation are:

**Jack Devoe Benggio
8020 West Drive, #351
North Bay Village, Florida, 33141**

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the by-laws of the Corporation, shall have and may exercise the powers of the Board or Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former or director or member of the Executive Committee or any shareholder to the full extent provided by law.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation
this 2 day of December, 1998

Jack Devoe Benggio
Jack Devoe Benggio

STATE OF Fla.) I hereby certify that on this day, before me, an officer duly authorized
COUNTY OF Dade) to administer oaths and take acknowledgments, personally appeared

Jack Devoe Benggio
known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known to me and that an oath ~~(was)~~ (was not) taken.

Notary Rubber Stamp Seal



MICHAEL I. FINESILVER
My Commission CC543865
Expires Jun. 07, 2000

Witness my hand and official
seal in the County and State
last aforesaid this 2
day of December, AD
1998.

Michael I. Finesilver
Notary Signature

Michael I. Finesilver
Printed Notary Signature

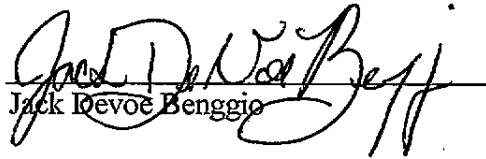
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
98 DEC -7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

That H2O An Element of Liquid, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at the City of Miami Beach, State of Florida, has named Michael I. Finesilver, Esq., located at 420 Lincoln Road, Suite 372, Miami Beach, Florida 33139 as its agent to accept Service of Process within Florida.

SIGNATURE:

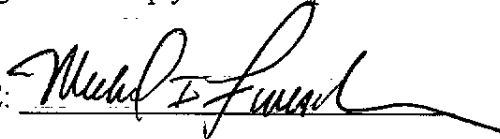

Jack Devoe Benggio

DATE:

December 2 1998

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

SIGNATURE:



DATE:

December 2 1998