

P99000015708

CARL F. ELLWANGER

ATTORNEY AT LAW

306 N. FLORIDA AVENUE
STUART, FLORIDA 34994

EFFECTIVE DATE

2-12-99

February 12, 1999

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

99 FEB 17 AM 8:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995
TELEPHONE (561) 287-5013
FAX NUMBER (561) 223-8767

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-02/17/99--01032--004

122.50 **78.75

Re: Positively Pure, Inc.
a Florida for profit corporation.
Date of Incorporation: February 12, 1999

Gentlemen:

In connection with the above-captioned Florida for profit corporation, please find enclosed herewith the following items:

1. Two executed copies of Articles of Incorporation of Positively Pure, Inc. Both copies have been executed in like manner and constitute duplicate originals.
2. Two executed copies of Designation of Resident Agent and Acceptance (although the same information is provided in the body of the Articles of Incorporation). Again both copies have been executed in like manner and constitute duplicate originals.
3. My check in the amount of \$122.50 covering the cost of filing these Articles of Incorporation (\$35.00), certifying the enclosed copy (\$52.50), and Designation of Resident Agent and Acceptance (\$35.00).

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned at the mailing address shown on this letterhead. If there are any questions concerning these documents, or if I have failed to remit sufficient monies to cover costs of this filing, please inform me accordingly.

I thank you for your courtesy and cooperation in this matter.

Yours truly,


Carl F. Ellwanger

Enclosures (5)

CPB
2-18-99
6

ARTICLES OF INCORPORATION

OF

POSITIVELY PURE, INC.

(A Florida For Profit Corporation)

EFFECTIVE DATE
2-12-99

FILED
FEB 17 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida: =

ARTICLE I

NAME

The name of the corporation is POSITIVELY PURE, INC.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

STATED CAPITAL

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act (and specifically those powers set forth in Section 607.011, Florida Statutes, as said section now exists or as the same may be amended from time to time). In addition, this corporation shall have the power to be treated as a small business corporation under the provisions of Subchapter S of Chapter 1 of Subtitle A of the Internal Revenue

Code of 1986, as amended and as the same may be amended from time to time, and to make an election as to its taxable status as therein set forth; provided, however, that this corporation shall not be a member of an affiliated group (as defined in §1504 of said Internal Revenue Code) and shall not (1) have more than twenty-five (25) shareholders, (2) have as a shareholder a person (other than an estate and other than a trust as described in §1317(e) of said Internal Revenue Code) who is not an individual, (3) have a non-resident alien as a shareholder, and (4) have more than one (1) class of stock.

ARTICLE VI

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Joanne Hockel	2503 N. E. Roberta Street Jensen Beach, Florida 34957
Nancy Ann Parker	2503 N. E. Roberta Street Jensen Beach, Florida 34957

ARTICLE VIII

NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or

any former officer or director, to the extent permitted by law.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested solely in the Board of Directors.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the outstanding voting stock of the corporation, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

INCORPORATORS

The names and addresses of the persons signing these Articles are:

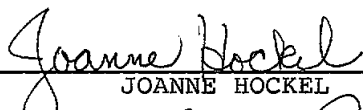
<u>Name</u>	<u>Address</u>
Joanne Hockel	2503 N. E. Roberta Street Jensen Beach, Florida 34957
Nancy Ann Parker	2503 N. E. Robert Street Jensen Beach, Florida 34957

ARTICLE XIII

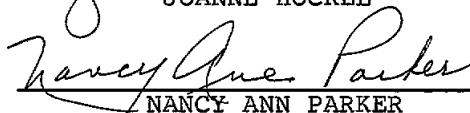
INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial principal registered office of this Corporation is 2503 N. E. Roberta Street, Jensen Beach, Florida 34957, and the name of the initial registered agent of this Corporation at that address is Joanne Hockel.

IN WITNESS WHEREOF, the undersigned, as Incorporators hereby execute these Articles of Incorporation this 12TH day of February, 1999.



JOANNE HOCKEL (L.S.)

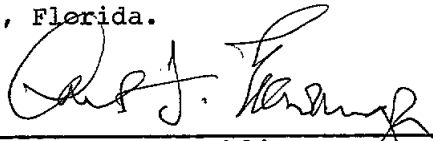


NANCY ANN PARKER (L.S.)

STATE OF FLORIDA)
 :
COUNTY OF MARTIN)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOANNE HOCKEL and NANCY ANN PARKER, who are personally known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed, and they did not take an oath.

Witness my hand and official seal this 12th day of February, 1999, at Stuart, Martin County, Florida.



Notary Public

My Commission Expires:



Carl F. Ellwanger
MY COMMISSION # CC718753 EXPIRES
June 21, 2002
BONDED THRU TROY FAIR INSURANCE, 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 POSITIVELY PURE, INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation
at City of Jensen Beach, County of Martin
_____, State of Florida, has named
JOANNE HOCKEL, located at
2503 N. E. Roberta Street,
(Street address and number of building, P.O. Box not acceptable)
City of Jensen Beach, County of Martin
State of Florida 34957, as its agent to accept service
process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

POSITIVELY PURE, INC.

BY:

Joanne Hockel
(Resident Agent)
JOANNE HOCKEL

FILED
99 FEB 17 AM 8:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE