

TRANSMITTAL LETTER

P99000071579

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

700002856957--4
-08/11/99--01004--003
*****87.50 *****87.50

SUBJECT: AGUAPURA^{USA} CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Eduardo E. Gonzalez
Name (Printed or typed)

4140 N.W. 2nd Court
Address

Boca Raton, FL 33431
City, State & Zip

(305) 633-9077
Daytime Telephone number

Eduardo Gonzalez GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp name

DATE 8/10/99

DOC. EXAM. KR

K. Rolfe **AUG 12 1999**

NOTE: Please provide the original and one copy of the articles.

FILED
99 AUG 11 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-18364

ARTICLES OF INCORPORATION
OF

AGUAPURA USA CORPORATION_____

FILED
99 AUG 11 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of this corporation is: AGUAPURA USA CORPORATION
(The name AGUAPURA is a trademark registered in the United States Patent and Trademark Office, Reg. No. 2,167,390).

ARTICLE 2. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:
To engage in the design, manufacturing, and installation of water treatment plants and equipment of all and every type. To purchase, or otherwise acquire and to own, import, export, invest in, trade in, deal in and with, goods, wares, materials, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, state deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, cemetery company, a savings and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: (100) One hundred shares of common stock without nominal or par value. The consideration to be paid for each share shall be Ten Dollars (\$10.00) in money, property or services.

ARTICLE 4. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE 5. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 6. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 4140 N.W. Second Court, Boca Raton, Florida 33431. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE 7. DIRECTORS

This corporation shall have (4) Four directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than (3) Three.

ARTICLE 8. INITIAL DIRECTORS

The names and post office addresses of the First Board of Directors are:

Eduardo E. Gonzalez, President - 4140 N.W. Second Court, Boca Raton, FL 33431
Juan E. Ponce, Vice President - 821 Sorolla, Coral Gables, FL 33134
Ricardo J. Gonzalez, Secretary - 1171 S.W. 13th Place, Boca Raton, FL 33486
Jose I. Gonzalez, Treasurer - 1950 S.W. 122nd Avenue, Miami, FL 33175

ARTICLE 9. SUBSCRIBERS

| | SHARES | CONSIDERATION |
|--------------------------------|--------|---------------|
| Eduardo E. Gonzalez, President | 94 | \$940.00 |
| Ricardo J. Gonzalez, Secretary | 2 | \$ 20.00 |
| Jose I. Gonzalez, Treasurer | 2 | \$ 20.00 |
| Juan E. Ponce, Vice President | 2 | \$ 20.00 |

ARTICLE 10. AMENDMENT

These 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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.


Eduardo E. Gonzalez


STATE OF FLORIDA

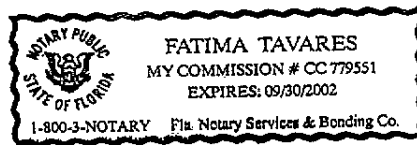
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Eduardo E. Gonzalez, to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledged before me that he subscribed to those articles of incorporation.

Witness my hand and official seal in the county and state named above

this 6th day of August, 1999


Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: AGUAPURA USA CORPORATION

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

| | |
|----------------------------------|---|
| Eduardo E. Gonzalez | FILED 99 AUG 11 AM 7:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA |
| (NAME) | |
| 4140 N.W. 2nd Court | |
| (P.O. BOX <u>NOT</u> ACCEPTABLE) | |
| Boca Raton, Florida 33431 | |
| (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.

SIGNATURE Eduardo E. Gonzalez

DATE August 6, 1999