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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

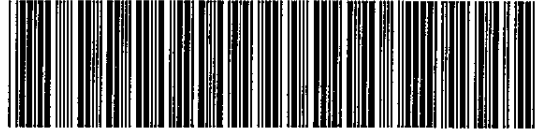
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LAW OFFICE

CARPENTER & ROSCOW, P.A.

5608 NW 43rd STREET
GAINESVILLE, FLORIDA 32653-8334

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RONALD A. CARPENTER
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JOHN F. ROSCOW, IV
roscow@raclaw.net

January 7, 2004

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

RE: H2O Enhancement Technologies, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing this firm's trust check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$78.75

Your prompt attention in this matter is appreciated.

Sincerely,



John F. Roscow, IV

Enclosures

ARTICLES OF INCORPORATION
OF
H2O ENHANCEMENT TECHNOLOGIES, INC.
a Florida Corporation

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04 JAN -8 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for this Florida corporation hereby incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and the undersigned hereby adopts the following Articles of Incorporation for this Corporation:

ARTICLE I - CORPORATE NAME & ADDRESS

The name of this Corporation is **H2O Enhancement Technologies, Inc.**, and the mailing address for the principal office of this corporation is 10000 Southwest 52nd Avenue, Apt. BB-164, Gainesville, Florida, 32608. The telephone number is (352) 219-2199.

ARTICLE II - PURPOSE

The Corporation is organized for any purpose lawful under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III - DURATION

The Corporation shall have perpetual existence, and shall commence existence upon signing these Articles or later if required by law.

ARTICLE IV - AMENDMENTS

These Articles of Incorporation can be amended at any time, upon unanimous vote of all shareholders.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first annual meeting of shareholders and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of directors may be increased or decreased at any time, upon unanimous vote of all shareholders. The name and address of the initial director of the Corporation is:

Name	Address
James S. Hill, II	10000 Southwest 52 nd Avenue, #BB-16 Gainesville, Florida 32608

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator, the person signing these Articles

is:

Name

Address

James S. Hill, II

10000 Southwest 52nd Avenue, #BB-16
Gainesville, Florida 32608

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and office address of the initial Registered Agent of this Corporation is:

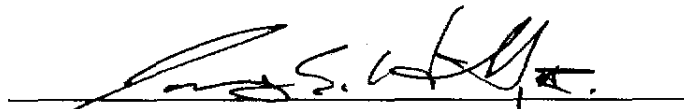
Name

Address

James S. Hill, II

10000 Southwest 52nd Avenue, #BB-16
Gainesville, Florida 32608

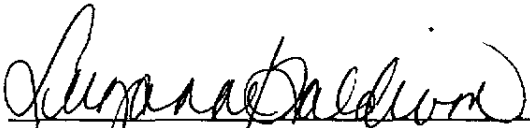
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of January, 2004.



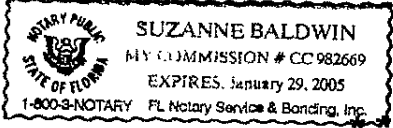
JAMES S. HILL, II
As Incorporator of
H2O Enhancement Technologies, Inc.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on this 7th
day of January, 2004, by JAMES S. HILL, II, who is personally known to me or
who produced _____ as identification, and who did
not take an oath.



NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:

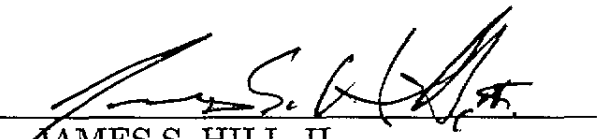


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of H2O
ENHANCEMENT TECHNOLOGIES, INC., a Florida Corporation.

Date: January 7th, 2004

By: 

JAMES S. HILL, II
Registered Agent