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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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08/26



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 11, 2004

PHILIP F LUPO
1900 ROCKLEDGE BLVD
ROCKLEDGE, FL 32955

SUBJECT: AQUA RICH, INC.
Ref. Number: W04000018104

We have received your document for AQUA RICH, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 204A00032870



PHILIP F. LUPO

ATTORNEY AT LAW, P.A.

ROXANNE LUPO
PARALEGAL

August 18, 2004

1900 ROCKLEDGE BOULEVARD
ROCKLEDGE, FL 32955
(321) 632-5870
(321) 632-4966 FAX

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

Re: H20-FLO, INC.

Dear Sir/Madam:

With reference to the above, please find enclosed an original and one copy of the Articles of Incorporation and our check in the amount of \$78.75 representing the following fees:

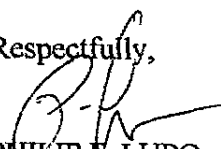
Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent	\$35.00

Also enclosed is a copy of your letter of May 11, 2004, with reference to the incorporation of Aqua Rich, Inc.

Kindly, file the original Articles of Incorporation and Acceptance of Resident Agent and return the certified copy to my office.

Thank you for your assistance. Should you have any questions or concerns, feel free to contact my office.

Respectfully,


PHILIP F. LUPO

PFL:ans

Enclosures

cc: Richard Steiner

FILED
04 AUG 25 AM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

H2O-FLO, INC.

ARTICLE I - NAME

The name of this corporation is **H2O-FLO, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business in which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of this corporation shall be 905 Rozen Avenue, Titusville, FL 32780. The mailing address of the corporation shall be 905 Rozen Avenue, Titusville, FL 32780.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 Rockledge

Blvd., Rockledge , FL 32955, the name of the initial registered agent of this corporation at that address is PHILIP F. LUPO, ESQ.

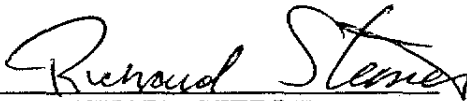
ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of no less than one (1) and no more than four (4) members. The names and addresses of the initial Board of Directors of this corporation are: RICHARD STEINER, 905 Rozen Avenue, Titusville, FL 32780.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: RICHARD STEINER, 905 Rozen Avenue, Titusville, FL 32780.

IN WITNESS WHEREOF , the undersigned subscriber has executed these Articles of Incorporation this 16 day of August, 2004.

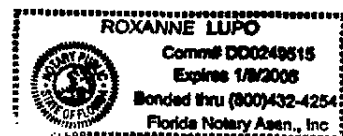

RICHARD STEINER

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE me a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD STEINER, who is personally known to me and known to be the person who executed the foregoing Articles of Incorporation under oath and acknowledged to and before me that he executed said instrument for the purposes therein expressed.


NOTARY PUBLIC, State of Florida



CERTIFICATE OF DESIGNATION OF RESIDENT AGENT

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

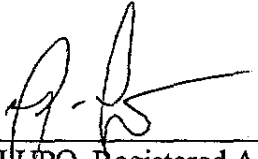
H2O-FLO, INC.

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

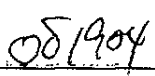
PHILIP F. LUPO, ESQ.
1900 Rockledge Blvd.
Rockledge, Florida 32955

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TALLAHASSEE, FLORIDA

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 RESIDENT 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.



PHILIP F. LUPO, Registered Agent



Date