



MAY 15 2009

**ARTICLES OF INCORPORATION
OF
ZONA FOUNTAINS, INC.**

FILE NO. -1526831-3

1. **Name.** The name of the corporation (hereinafter called "Corporation") shall be "Zona Fountains, Inc."

2. **Purpose.** The Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

3. **Initial Business.** The Corporation initially intends to conduct the business of sale and/or manufacturer of decorative fountains and related items.

4. **Authorized Capital.** The Corporation shall have the authority to issue 1,000,000 shares of common stock, without par value.

5. **Statutory Agent.** The name and address of the initial Statutory Agent of the Corporation is:

Rusing & Lopez, P.L.L.C.
6262 North Swan Road, Suite 200
Tucson, Arizona 85718

6. **Known Place of Business.** The known place of business of the Corporation shall be 1765 W. Prince Road, Tucson, Arizona 85705, but different and other offices and places for conducting business, both within and without the State of Arizona, may be established from time to time by the Board of Directors.

7. **Board of Directors.** The initial Board of Directors shall consist of one Director. The person to serve as Director until the first Annual Meeting of Shareholders or until his successor is elected and qualified is:

Timothy M. Belshe
543 W. Gascon Road
Queen Creek, Arizona 85243

8. **Incorporators.** The names and addresses of the incorporators of the Corporation are:

Timothy M. Belshe
543 W. Gascon Road
Queen Creek, Arizona 85243

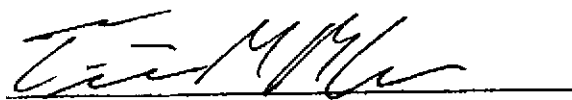
All powers, duties and responsibilities of the incorporators shall cease at the time of filing of these Articles of Incorporation with the Arizona Corporation Commission.

9. **Indemnification of Officers and Directors.** In accordance with the procedures stated in Arizona Revised Statutes ("A.R.S.") ' 10-851, as amended from time to time, the Corporation shall indemnify, to the fullest extent permitted by law, any person who incurs expenses by reason of the fact that he or she is or was an officer or director of the Corporation including, without limitation, legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered or levied in any threatened, pending, or completed, action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened against any of them for or on account of any action or omission alleged to have been committed in connection with such persons serving as an officer or director of the Corporation, including, without limitation, such arising from any claim by or in the right of the Corporation. The indemnification provided hereby is conditioned as to any person upon such person giving the Corporation prompt notice and the opportunity to defend any claim, action, suit or proceeding for which indemnification will be sought. Subject to the foregoing, this indemnification shall be mandatory in all circumstances in which indemnification is permitted by law. The directors and shareholders of the Corporation shall, upon request, make all determinations required by A.R.S. ' 10-851 to determine whether such indemnification is permissible. No director shall have any personal liability for money damages to the Corporation or its shareholders for any action taken or any failure to take any action, including but not limited to, a breach of fiduciary duty as a director, provided that this release of liability shall not apply to any of the following:

- a) The amount of a financial benefit received by a Director to which the Director is not entitled;
- b) An intentional infliction of harm on the Corporation or Shareholders;
- c) A violation of A.R.S. § 10-833; and
- d) An intentional violation of criminal law.

10. **Statutory References.** Any references in these Articles to the Arizona Revised Statutes shall refer to the statutes in effect as of the date hereof, and not any amendments thereto, unless the law would require that the amendment be applied to these Articles in order for them to remain in compliance with Arizona law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hands on the 14 day of May, 2009.


Timothy M. Belshe, Incorporator

Rusing & Lopez, P.L.L.C., having been designated to act as statutory agent for Zona Fountains, Inc., hereby consents to act in that capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.

RUSING & LOPEZ, P.L.L.C.

By 
Pat P. Lopez III

**PROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. §10-202. (D).

Zona Fountains, Inc.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of bankruptcy or receivership.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Timothy M. Belshe BY _____

PRINT NAME Timothy M. Belshe PRINT NAME _____

TITLE Incorporator, Director DATE 21 May 2009 TITLE _____ DATE _____

President
DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.