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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Water & Energy Savings Corporation

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DIVISION OF CORPORATIONS
99 OCT 22 AM 11:19

- Profit Amendment Merger
- Nonprofit
- Foreign Dissolution/Withdrawal Mark
- Reinstatement
- Limited Partnership Annual Report Other
- LLC Name Registration Change of RA
- Fictitious Name UCC
- Certified Copy Photocopies CUS
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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WATER & ENERGY SAVINGS CORPORATION
(Name of corporation - must include suffix)

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DIVISION OF CORPORATIONS
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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John E. Overmyer
(Name of Person)
Water & Energy Savings Corporation
(Firm/Company)
227 Gateway Drive
(Address)
Lake Lure, NC 28746
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

John E. Overmyer at (828) 625-0574
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE DEPARTMENT OF CORPORATIONS 99 OCT 22 AM 11:19

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Water & Energy Savings Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Indiana 3. 35-1871597
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 20, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 227 Gateway Drive
Lake Lure, NC 28746
(Current mailing address)

8. Water and energy conservation implementation - Performance Contracting.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

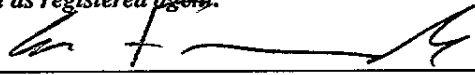
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature) **ALLAN FARNELL**
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John E. Overmyer

Address: 227 Gateway Drive

Lake Lure, NC 28746

Director: Andrew V. Overmyer

Address: 484 West Lake Drive

Lake Lure, NC 28746

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John E. Overmyer

Address: 227 Gateway Drive

Lake Lure, NC 28746

Vice President: _____

Address: _____

Secretary: Andrew V. Overmyer

Address: 484 West Lake Drive

Lake Lure, NC 28746

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John E. Overmyer, President

(Typed or printed name and capacity of person signing application)

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STATE
CORPORATIONS
DIVISION
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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

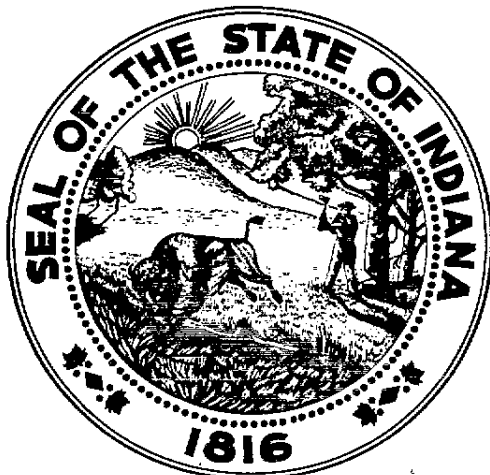
I further certify that records of this office disclose that

WATER & ENERGY SAVINGS CORPORATION

filed Articles of Incorporation on November 20, 1992, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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DIVISION OF CORPORATIONS
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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twentieth day of October, 1999.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy