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ROBERT C. BRANNAN
(Requestor's Name)

2548 Blairstone Pines Drive
(Address)

(Address)

TALL, FL 32301
(City/State/Zip/Phone #)

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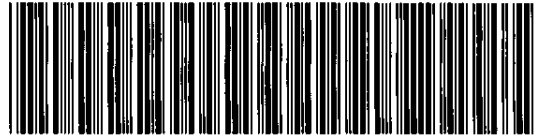
Sun River Utilities Inc
(Business Entity Name)

(Document Number)

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12/07/06--01032--004 **87.50

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2-212-7

ARTICLES OF INCORPORATION
OF
SUN RIVER UTILITIES, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SUN RIVER UTILITIES, INC.

ARTICLE II

The general nature of the business to be transacted shall be: to own, operate, manage water and sewer lines and related facilities and services, and to offer said services to the public, and to borrow or lend money on general credit or mortgages, and to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act and to have all other powers provided by the laws of the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Joel Schenkman - Director/Chairman
10800 Lakeside Drive
Coral Gables, Florida 33156

Randy Schenkman - Director
10800 Lakeside Drive
Coral Gables, Florida 33156

ARTICLE X

The initial registered agent of the corporation is Robert C. Brannan. The street address of the corporation's initial registered office is:

Rose, Sundstrom & Bentley, LLP
2548 Blairstone Pines Drive
Tallahassee, Florida 32301

ARTICLE XI

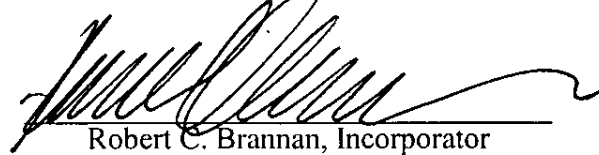
The principal place of business and mailing address of this corporation shall be:

5660 Bayshore Road, Suite 36
North Fort Myers, Florida 33917

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Robert C. Brannan, Rose, Sundstrom & Bentley, LLP, 2548 Blairstone Pines Drive, Tallahassee, Florida 32301.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of December, 2006.

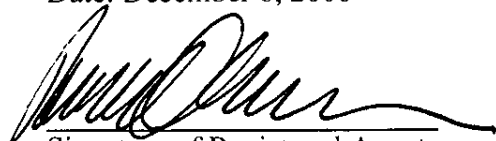


Robert C. Brannan, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SUN RIVER UTILITIES, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Date: December 6, 2006



Signature of Registered Agent

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