

103 N. MERIDIAN TOWER LOBBY LEVEL  
TALLAHASSEE, FL 32301  
222-1173

**P930000069730**

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 4/10/00

REF. #: 0150

CORP. NAME: Upscale Water Technologies, Inc.  
disc

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY COMPANY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: \_\_\_\_\_

FILED  
00 APR 10 PM 3:42  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
CORPORATION

STATE FEES PREPAID WITH CHECK# 7420 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 000003201030--8  
-04/10/00--01041--010  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials ASR  
4/10/00

RECEIVED  
00 APR 10 AM 10:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION  
OF UPSCALE WATER TECHNOLOGIES, INC.**


FILED  
00 APR 10 PM 3:42  
SEVENTH JUDICIAL STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.01403 of the Florida Corporation Act, **UPSCALE WATER TECHNOLOGIES, INC.**, a Florida corporation (the "Company"), hereby adopts the following Articles of Dissolution and certifies the following information for purposes of dissolving the Company:

1. The name of the corporation filing these Articles of Dissolution is Upscale Water Technologies, Inc.
2. Dissolution of the Company was authorized on April 3, 2000, by way of a written consent of the shareholders of the Company, pursuant to Sections 607.1402(6) and 607.704 of the Florida Business Corporation Act.
3. Dissolution was approved by the shareholders, and the number of votes cast in favor of dissolution was sufficient for approval.
4. These Articles of Dissolution shall be effective immediately upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being duly authorized by the Shareholders of Upscale Water Technologies, Inc., has executed these Articles of Dissolution on behalf of the Company as of the 7<sup>th</sup> day of April, 2000.

UPSCALE WATER TECHNOLOGIES, INC.,  
a Florida corporation

BY: \_\_\_\_\_  
  
John B. Hutton, Esq.  
Greenberg Traurig, P.A.  
Attorney-in-fact