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660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Holtz Water Services, Inc.

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TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
HOLTZ WATER SERVICES, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **HOLTZ WATER SERVICES, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

A. Classes of Stock. The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is: (i) One Thousand (1000) shares of Class A Common Stock with a par value of one cent (0.01¢) per share having full voting rights; and (ii) Nine Thousand (9000) shares of Class B Common Stock with a par value of one cent (0.01¢) per share having only those voting rights set forth in Article IV, Section B below.

B. Voting Rights and Terms of Shares. All shares of Class A Common Stock and Class B Common Stock shall have the same rights, powers and privileges, and shall be equal in all respects other than voting rights. The Class A Common Stock and Class B Common Stock shall participate equally in all earnings and profits of the Corporation and on distribution of assets, either on dissolution, liquidation or otherwise.

Class A Common Stock shall have full voting rights and holders thereof shall be entitled to one vote for each share of Class A Common Stock and to cast votes on all matters presented to the shareholders of the Corporation, including without limitation, the election of

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directors of the Corporation. Holders of Class B Common Stock shall be entitled to one vote for each share of Class B Common Stock but will be entitled to cast votes only on matters where voting by a class or series of shares as a separate voting group is required pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as it may be amended from time to time.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KP&L Services, Inc..

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Gronck	390 N. Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The By-Laws for the management of the corporation may be repeated or amended, and new By-Laws may be adopted, by the shareholders or directors of the corporation in accordance with applicable law.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 9209 Cromwell Park Place, Orlando, Florida 32827.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 28th day of December, 1998.



ROBERT J. GRONEK, Incorporator

ACKNOWLEDGMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 23rd day of December, 1998, by **ROBERT J. GRONEK**, as incorporator, who is personally known to me.



KAREN K REYNOLDS
My Commission CC571757
Expires Jul. 23, 2000

Karen K Reynolds

NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **KP&L SERVICES, INC.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

KP&L SERVICES, INC.

By: *Robert J. Gronek*

Robert J. Gronek, Vice President