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March 15, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: REGISTRATION OF ARTICLES OF INCORPORATION FOR:
HydroPure Engineering, Inc.

Dear Sir or Madame:

Enclosed please find a notarized copy of the Articles of Incorporation, together with a check in the amount of \$122.50 to cover the filing costs and registration fees of the above-referenced incorporation.

Please note that this client has already reserved this corporate name under reservation number **R96000000109**. Also, please refer to your letter number 096A00001061.

If all is in order, please send me a certificate by return mail.

Your prompt attention to this matter will be appreciated.

Very truly yours,

A. Paul Mollé
A. Paul Mollé

APM/blw
Enclosures

R96-109
PMC
3/25/96

FILED
96 MAR 18 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

GEORGE S. PELLINGTON
PROTEC ENGINEERING, INC.
2304 OXFORD COURT
SAFETY HARBOR, FL 34695

The name HYDROPURE ENGINEERING, INC. has been reserved for 120 days beginning January 9, 1996. The reservation number is R96000000109 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 096A00001061

ARTICLES OF INCORPORATION
OF
HydroPure Engineering, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be, HydroPure Engineering, Inc., 7804 Anderson Road, Tampa, Hillsborough County, Florida 33634.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock, at One Dollar (\$1.00) par value, per share.

ARTICLE V - SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
ROGER J. BEUC	7804 Anderson Road Tampa, Florida 33634	50%
GEORGE S. PELLINGTON	7804 Anderson Road Tampa, Florida 33634	50%

ARTICLE VI - REGISTERED AGENT

The initial registered office of this corporation is: 7804 Anderson Road, Tampa, Florida 33634. The name of the initial registered agent at such address is: **George S. Pellington**. The address of the principal office of the corporation is the same.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of outstanding, common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Fifty-one percent (51%) of the shares entitled to vote shall constitute a quorum at a meeting of shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others. This right shall be deemed waived by any shareholder who does not exercise it and pay for the pre-emptive shares within thirty (30) days of receipt of a notice, in writing, from the corporation, stating the prices, terms and conditions of the issuance of shares and inviting her to exercise her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Additionally, any shareholder who desires to sell his or her shares shall first offer said shares for sale back to the corporation and each share of stock that is issued from the corporation shall carry on its face a notation to this effect.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by amendment of by-laws of the corporation in a manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

ROGER J. BEUC 7804 Anderson Road, Tampa, Florida 33634

GEORGE S. PELLINGTON 7804 Anderson Road, Tampa, Florida 33634

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

ROGER J. BEUC 7804 Anderson Road, Tampa, Florida 33634

GEORGE S. PELLINGTON 7804 Anderson Road, Tampa, Florida 33634

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII - BY LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these
Articles of Incorporation, this 15th day of March, 1996.

HydroPure Engineering, Inc.

George S. Pellington
GEORGE S. PELLINGTON, Director

Roger J. Beuc
ROGER J. BEUC, Director

STATE OF FLORIDA)

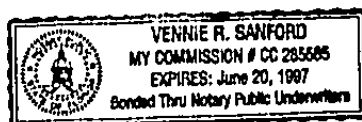
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared ROGER J. BEUC
and GEORGE S. PELLINGTON to me well known to be the individual described in and
who executed the foregoing Articles of Incorporation and who acknowledged before me
that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal, in the State and County named above, this
15 day of March, 1996. *ID Presented*
George S. Pellington - FL. Dr. Lic
Roger J. Beuc - Pennsylvania Dr. Lic

My Commission Expires:

Vennie R. Sanford
NOTARY PUBLIC
Vennie R Sanford



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation,
at the place designated above, I HEREBY AGREE TO ACT in this capacity, and agree
to comply with the provisions of all statutes relative to the complete performance of my
duties.

DATED: MARCH 15, 1996



GEORGE S. PELLINGTON
7804 Anderson Road
Tampa, Florida 33634
(813) 885-1829