

CORP
103 N. MERIDIAN STREET, SUITE 132
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. disb

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input checked="" type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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

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:

- | | |
|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> 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
SECRETARY OF 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 7th day of April, 2000.

UPSCALE WATER TECHNOLOGIES, INC.,
a Florida corporation

BY: _____


John B. Hutton, Esq.
Greenberg Traurig, P.A.
Attorney-in-fact