

430851

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2600  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE (904) 356-2600 • FAX (904) 355-0233

SUITE 2001  
2 SAWGRASS VILLAGE  
PONTE VEDRA BEACH, FLORIDA 32082  
(904) 285-2601

JOHN S. BALL  
JULIE EXUM BREUER  
EVA L. DANER  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER R. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
MARY A. ROBISON  
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:  
JACKSONVILLE OFFICE

November 3, 1997

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

100002339921--4  
-11/06/97-01037-015  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Amendment of Water Processing Co.

Dear Sir/Madam:

Enclosed are the following items:

1. Two original counterparts of the Articles of Amendment of Water Processing Co.;  
and
2. A check made payable to the Secretary of State in the amount of \$87.50 in payment of the filing fee required for the Articles of Amendment and the fee required for providing a certified copy thereof.

Please file one counterpart of the Articles of Amendment and return to me the other counterpart as certified. Thank you for your assistance.

Sincerely,

*Deborah F. Sherrill*

Deborah F. Sherrill, CLA  
Certified Legal Assistant

Enclosures/88980

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DIVISION OF CORPORATIONS

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11-12-97  
CC

**ARTICLES OF AMENDMENT**

**OF**

**WATER PROCESSING CO.**

1. Article I of the Articles of Incorporation of Water Processing Co., a Florida corporation, is hereby amended in its entirety to read as follows:

**ARTICLE I**

The name of this corporation is: WATER PROCESSING COMPANY

2. Article III of the Articles of Incorporation of Water Processing Co., a Florida corporation, is hereby amended in its entirety to read as follows:

**ARTICLE III**

(a) This corporation is authorized to issue 110,000 shares of common stock of par value of \$.10 per share. Ten thousand (10,000) shares shall be designated as Class A Voting Common shares, and one hundred thousand (100,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Shareholders shall have no preemptive rights.

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(e) Cumulative voting shall not be permitted.

(f) The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

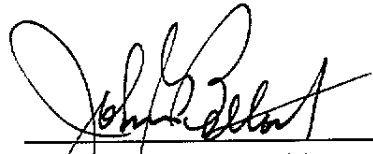
3. Each share of common stock issued and outstanding as of the date hereof shall be converted into one (1) share of Class A Voting Common stock and nine (9) shares of Class B Nonvoting Common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida

4. The foregoing amendment was adopted by all of the directors and shareholders of the corporation on October 29, 1997.

5. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 29<sup>th</sup> day of October, 1997.

(Corporate Seal)

  
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John G. Belloit, President