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REFERENCE : 192813 4351701

AUTHORIZATION : *Patricia Pigute*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 20, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 192813-005

CUSTOMER NO: 4351701

CUSTOMER: Ms. Beth Cooper
Chesapeake Utilities Corp.
909 Silver Lake Blvd.
P.O. Box 615
Dover, DE 19903-0615

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 21 PM 12:14
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FOREIGN FILINGS

NAME: SHARP WATER OF FLORIDA, INC. **BK**

XXXX QUALIFICATION (TYPE: CO)

800004435408--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Sharp Water of Florida, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 05/22/2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6251 N. U.S. 1, FORT PIERCE, FL 34936

(Principal office address)

909 SILVER LAKE BLVD., DOVER, DE 19904

(Current mailing address)

8. Water conditioning, treatment and other related products, services and solutions

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Sonyard Cordell

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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ALABAMA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Beth W. Cooper
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Beth W. Cooper, Asst. Treasurer and Asst. Secretary
(Typed or printed name and capacity of person signing application)

SHARP WATER OF FLORIDA, INC.
909 Silver Lake Boulevard
Dover, DE 19904

DIRECTORS AND OFFICERS RIDER

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TALLAHASSEE, FLORIDA

Directors

Ralph J. Adkins
Richard Bernstein
Walter Coleman
John W. Jardine, Jr.
Calvert A. Morgan, Jr.
Rudolph M. Peins, Jr.
Robert F. Rider
John R. Schimkaitis, Chairman
Jeremiah P. Shea

Officers

John R. Schimkaitis, Chief Executive Officer
Michael E. Paice, President and Chief Operating Officer
William C. Boyles, Vice President and Corporate Secretary
Steven K. Webb, Vice President
Michael P. McMasters, Vice President, Treasurer and Chief Financial Officer
Beth W. Cooper, Assistant Treasurer and Assistant Secretary

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHARP WATER OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3394705 8300

AUTHENTICATION: 1200270

010296209

DATE: 06-20-01