

**F020000001645**  
**Dennis S. Rooker, P.C.**  
A PROFESSIONAL LEGAL CORPORATION

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Dennis S. Rooker  
President

Admitted to Practice Law in  
Virginia and Florida

February 20, 2002

Florida Division of Corporations  
Qualification and Registration Section  
PO Box 6327  
Tallahassee, FL 32314

400005021264--2  
-02/26/02--01054--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Water Services, Inc., a Delaware corporation  
(To be known in Florida as "Water Services of Delaware, Inc.")

Ladies/Gentlemen:

Enclosed herewith are the following:

- (1) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- (2) Certificate of good standing from Delaware;
- (3) Certified resolutions authorizing the use of the name "Water Services of Delaware, Inc." in Florida; and
- (4) Our check for \$70 for the filing fee and registered agent designation.

Please call if you have any questions or need additional information. We look forward to receiving from you the letter of acknowledgment of the filing of our Application.  
Thank you.

Sincerely,

  
Dennis S. Rooker

DSR:dsm  
enclosures

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02 FEB 26 PM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtw  
2/28

## SECRETARY'S CERTIFICATE

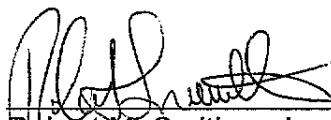
The undersigned, being the duly elected and acting Secretary of Water Services, Inc., a Delaware corporation, (the "Corporation"), hereby certifies that the following resolutions were adopted by unanimous written consent of the Board of Directors dated January 31, 2002: —

**RESOLVED**, that it is in the best interest of the Corporation to apply for authorization to transact business in Florida;

**FURTHER RESOLVED**, that since the Corporation's name is not available for use in Florida, the Corporation shall adopt the name, "Water Services of Delaware, Inc." for use in Florida; and

**FURTHER RESOLVED**, that Robert M. Smither, Jr., Vice President of the Corporation, is hereby authorized and directed to execute any and all documents as may be necessary or appropriate in order to effectuate the aforesaid resolutions.

WITNESS the following signature:



Robert M. Smither, Jr., Director

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TALLAHASSEE, FLORIDA

**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. Water Services, Inc.**

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. February 6, 1995**

(Date of Incorporation)

**4. Perpetual**

(Duration)

**5. 65-0645915**

(Federal Employer Identification number, if applicable)

**6. Upon Qualification**

(Date first transacted business in Florida. See sections 607.1501, 607.1502, & 817.155, F.S.)

**7. 14 S. Swinton Avenue, Delray Beach, FL 33444**

(Current mailing address)

**8. ownership of investment assets**

(Brief description of the nature of the business in which it is engaged in the State of Florida.)

**9. Names and addresses of officers and/or directors:**

**A. Directors:**

Chairman: Thomas E. Worrell, Jr.

Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

Vice Chairman: Edwin M. Freakley

Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

Director: Robert M. Smither, Jr.

Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

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FLORIDA

**B. Officers:**

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President: Edwin M. Freakley  
Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

Vice President/  
Secretary/Treasurer: Robert M. Smither, Jr.  
Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

Asst. Treasurer: William R. Wintzer  
Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

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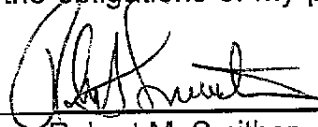
**10. Name and Street address of Florida registered agent:**

Name: Robert M. Smither, Jr.  
Office Address: 14 S. Swinton Avenue, Delray Beach, FL 33444

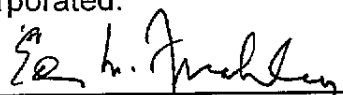
**11. Registered agent's acceptance:**

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.

Registered agent's signature:

  
Robert M. Smither, Jr.

12. 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.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edwin M. Freakley, President  
(Name and capacity of person signing application)

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TALLAHASSEE  
SECRETARY OF STATE

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "WATER SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

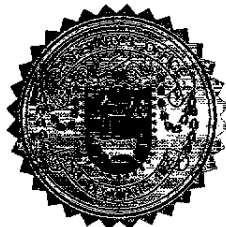
THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

FILED  
02 FEB 26 PM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2478351 8310

AUTHENTICATION: 1610980

020080800

DATE: 02-13-02