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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

Os Mose Utilities Services, Inc

(✓) Profit		
( ) NonProfit	( ) Amendment	( ) Merger
( ) Limited Liability Company		
(✓) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership	( ) Annual Report	( ) Other
( ) Reinstatement	( ) Reservation	( ) Change of R.A.
		( ) Fictitious Name
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CR2E031 (1-89)

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. Osmose Utilities Services, 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. 35-2175310
(FEI number, if applicable)

4. 07/23/2002
(Date of incorporation)

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

6. Upon Qual
(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. 980 Ellicott Street, Buffalo, NY 14209
(Principal office address)

same
(Current mailing address)

8. Inspection of utility assets
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

C T Corporation System
By: KASL Kevin A. Sebunia, Asst. Secy
(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 ATTACHMENT*

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: *SEE ATTACHMENT*

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. ______________________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry Larson, President
(Typed or printed name and capacity of person signing application)

ATTACHMENT OF OFFICERS AND DIRECTORS
OF
OSMOSE UTILITIES SERVICES, INC.

Name	Title	Address
James R. Spengler, Jr.	Chairman and Director	980 Ellicott Street Buffalo, NY 14209
Larry B. Larson	President and Director	980 Ellicott Street Buffalo, NY 14209
Robert Butera	Vice President	980 Ellicott Street Buffalo, NY 14209
Ron A. Childress	Vice President	201 Holiday Blvd., Suite 300, Covington, LA 70433
Phil Halsch	Vice President	980 Ellicott Street Buffalo, NY 14209
Mark Jentsch	Vice President, Secretary, Treasurer and Director	980 Ellicott Street Buffalo, NY 14209
Donald B. Lander, Jr.	Vice President	980 Ellicott Street Buffalo, NY 14209
James H. McGiffert	Vice President	16421 N. Tatum Blvd., Suite 207 Phoenix, AZ 85032
Michael Peters	Vice President	980 Ellicott Street Buffalo, NY 14209
Joseph E. Zamborsky	Vice President	55 Jefferson Park, Suite B, Newnan, GA 30263
Thomas Petrik	Vice President	1 Adler Drive East Syracuse, NY 13057

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSMOSE UTILITIES SERVICES, 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 NINETEENTH DAY OF NOVEMBER, A.D. 2002.

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

3550370 8300

020711621

AUTHENTICATION: 2097776

DATE: 11-19-02