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FOREIGN PROFIT/NONPROFIT CORPORATION

AquaVenture Management Company Inc.

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February 13, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: AQUAVENTURE MANAGEMENT COMPANY INC.
REF: W07000007365

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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Ruby Dunlap
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SECRETARY OF STATE
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. AquaVenture Management Company Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-8049012
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 14, 2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109
(Principal office address)
AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109
(Current mailing address)

8. To engage in business related to water services and any lawful act or activity under the Florida Business Corporation Act
(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 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: [Signature] **AMBERLETH**
(Registered agent's signature) **VICEPRESIDENT**

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Douglas R. Brown

Address: AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109

Director: _____

Address: _____

B. OFFICERS

President: Douglas R. Brown

Address: AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109

Vice President: John F. Curtis

Address: AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109

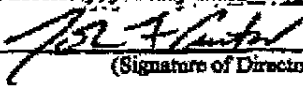
Secretary: John F. Curtis

Address: AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109

Treasurer: John F. Curtis

Address: AquaVenture Management Company Inc. c/o Goodwin Procter LLP, 53 State Street, Exchange Place, Boston, MA 02109

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. John F. Curtis, Secretary
(Typed or printed name and capacity of person signing application)

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Delaware

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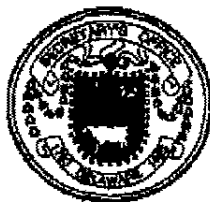
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUAVENTURE MANAGEMENT COMPANY INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2007.

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

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FALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5424336

DATE: 02-12-07