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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Membrane Systems, Inc.

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APR 24 2007

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. **Membrane Systems, Inc.**
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. **Delaware** 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. **8/30/2006** 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, P.S., to determine penalty liability)
7. **12780 Danielson Ct, Poway, CA 92064**
(Principal office address)
12780 Danielson Ct, Poway, CA 92064
(Current mailing address)
8. **Water treatment equipment**
(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: **CT 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.

M.C. Summer PaVon
(Registered agent's signature) Assistant Secretary
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.

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

A. DIRECTORS

Chairman: Guy Goulet

Address: 420 Charest Boulevard East, Suite 240
Quebec, CANADA G1K 8M4

Vice Chairman: Frederic Dugre

Address: 420 Charest Boulevard East, Suite 240
Quebec, CANADA G1K 8M4

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Guy Goulet

Address: 420 Charest Boulevard East, Suite 240
Quebec, CANADA G1K 8M4

Vice President: Frederic Dugre

Address: 420 Charest Boulevard East, Suite 240
Quebec, CANADA G1K 8M4

Secretary: Frederic Dugre

Address: 420 Charest Boulevard East, Suite 240, Quebec, CANADA G1K 8M4

Treasurer: Frederic Dugre

Address: 420 Charest Boulevard East, Suite 240, Quebec, CANADA G1K 8M4

See addendum attached hereto

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. Frederic Dugre - Vice President and Secretary

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADDENDUM

**Vice President – Sales and Marketing: Harbans Kohli, 840
Combon Avenue, Walnut, CA 91789**

**Vice President – Engineering: Paul Lavery, 12780 Danielson
Ct., Poway, CA 92064**

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEMBRANE SYSTEMS, 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 EIGHTEENTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5604432

DATE: 04-18-07