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DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

Quench USA, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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Help

J. Shivers SEP 16 2008

**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. Quench USA, 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. 26-3264642
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 29, 2008 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. 780 5th Avenue, Suite 110, King of Prussia, PA 19406
(Principal office address)
780 5th Avenue, Suite 110, King of Prussia, PA 19406
(Current mailing address)

8. Sales and maintenance of commercial point of use drinking water systems.
(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)

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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:  ANN J. WILLIAMS
(Registered agent's signature) Assistant Vice President

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: _____

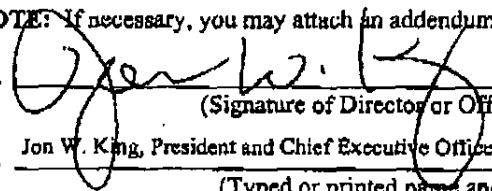
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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. Jon W. King, President and Chief Executive Officer _____
(Typed or printed name and capacity of person signing application)

ATTACHMENT

**State of Florida:
Application by Foreign Corporation for Authorization to Transact Business in
Florida**

12.

A. Directors

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Jon W. King	Director	780 th Avenue, Suite 110, King of Prussia, PA 19406
Michael Bevan	Director	780 th Avenue, Suite 110, King of Prussia, PA 19406
Douglas R. Brown	Director	780 th Avenue, Suite 110, King of Prussia, PA 19406
Terry Brubaker	Director	780 th Avenue, Suite 110, King of Prussia, PA 19406
John Curtis	Director	780 th Avenue, Suite 110, King of Prussia, PA 19406

B. Officers

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Jon W. King	President and Chief Executive Officer	780 th Avenue, Suite 110, King of Prussia, PA 19406
Daniel Kuzmak	Chief Financial Officer	780 th Avenue, Suite 110, King of Prussia, PA 19406
Robert M. Kearns	Treasurer and Secretary	780 th Avenue, Suite 110, King of Prussia, PA 19406

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUENCH USA, 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 SEPTEMBER, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUENCH USA, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2008.

4593968 8300

080950013

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6847852

DATE: 09-12-08