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DIVISION OF CORPORATION

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL. 32301 (904) 656-8298
City State Zip Phone

200001449522
-04/06/95--01055--008
*****70.00 *****70.00

CORPORATION(S) NAME

U.S. Filter Latin America, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark <i>mta</i> |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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**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. U. S. Filter Latin America, Inc.
(Name of corporation: must include 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. May 10, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. Applied
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
c/o The Corporation Trust Company, 1209 Orange St., Wilmington, Delaware
7. 19801
(Current mailing address)

8. To provide water and waste water purification equipment and services.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____
Address: _____

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9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

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.

C T Corporation System

Registered agent's signature: _____

Charles W. Meyer (Officer) **CHARLES W. MEYER**
SPECIAL ASST. SECRETARY
(Typed Name and Title of Officer)

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

14. David L. Blasi, Assistant Treasurer

(Name and capacity of person signing application)

U. S. FILTER LATIN AMERICA, INC.

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Gonzalo G. Pique	President	U. S. Filter/Continental 1919 N.W. 19th St. Fort Lauderdale, FL 33311
Donald L. Bergmann	Vice President & Secretary	U. S. Filter 110 Washington Ave. North Haven, CT 06473
Kevin L. Spence	Vice President, Chief Financial Officer & Treasurer	United States Filter Corporation 73-710 Fred Waring Dr. Palm Desert, CA 92260
David L. Blasi	Assistant Treasurer	United States Filter Corporation 73-710 Fred Waring Dr. Palm Desert, CA 92260
Dorrie B. Osborne	Assistant Secretary	United States Filter Corporation 73-710 Fred Waring Dr. Palm Desert, CA 92260

DIRECTORS:

<u>Name</u>	<u>Business Address</u>
Richard J. Heckmann	United States Filter Corporation 73-710 Fred Waring Dr. Palm Desert, CA 92260
Kevin L. Spence	United States Filter Corporation 73-710 Fred Waring Dr. Palm Desert, CA 92260
Gonzalo G. Pique	U. S. Filter/Continental 1919 N.W. 19th St. Fort Lauderdale, FL 33311

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. FILTER LATIN AMERICA, 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 FIFTH DAY OF APRIL, A.D. 1995.

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

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7462998

DATE:

04-05-95