

F980000003211



ACCOUNT NO. : 072100000032

REFERENCE : 845376 4328311

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 5, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 845376-025

CUSTOMER NO: 4328311

CUSTOMER: Ms. Samantha E. Spring
Cooley Godward LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155

700002550867--5

FOREIGN FILINGS

NAME: NATIONAL WATER SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

FILED
98 JUN -8 PM12:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
98 JUN -8 AM11:21
DIVISION OF CORPORATION

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. National Water 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 10, 1993 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1524 Princeton Avenue
Modesto, California 95350

(Current mailing address)
To provide beverage dispensing equipment

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Carol K. Dale
(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.

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

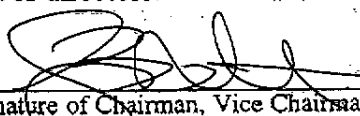
Secretary: _____

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. Joseph B. Prochot, President
(Typed or printed name and capacity of person signing application)

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NATIONAL WATER SERVICES, INC.
LIST OF OFFICERS

President Joseph B. Prochot
1524 Princeton Avenue
Modesto, California 95350

Chief Financial Officer Joseph B. Prochot
1524 Princeton Avenue
Modesto, California 95350

Chairman of the Board Dennis E. DiSanto
1524 Princeton Avenue
Modesto, California 95350

Chief Executive Officer Dennis E. DiSanto
1524 Princeton Avenue
Modesto, California 95350

Secretary James A. Johnson
1524 Princeton Avenue
Modesto, California 95350

Assistant Secretary Eileen DiSanto
1524 Princeton Avenue
Modesto, California 95350

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TALLAHASSEE FLORIDA

NATIONAL WATER SERVICES, INC.
LIST OF DIRECTORS

Dennis E. DiSanto
1524 Princeton Avenue
Modesto, California 95350

Eileen DiSanto
1524 Princeton Avenue
Modesto, California 95350

Joseph DiSanto
1524 Princeton Avenue
Modesto, California 95350

James A. Johnson
1524 Princeton Avenue
Modesto, California 95350

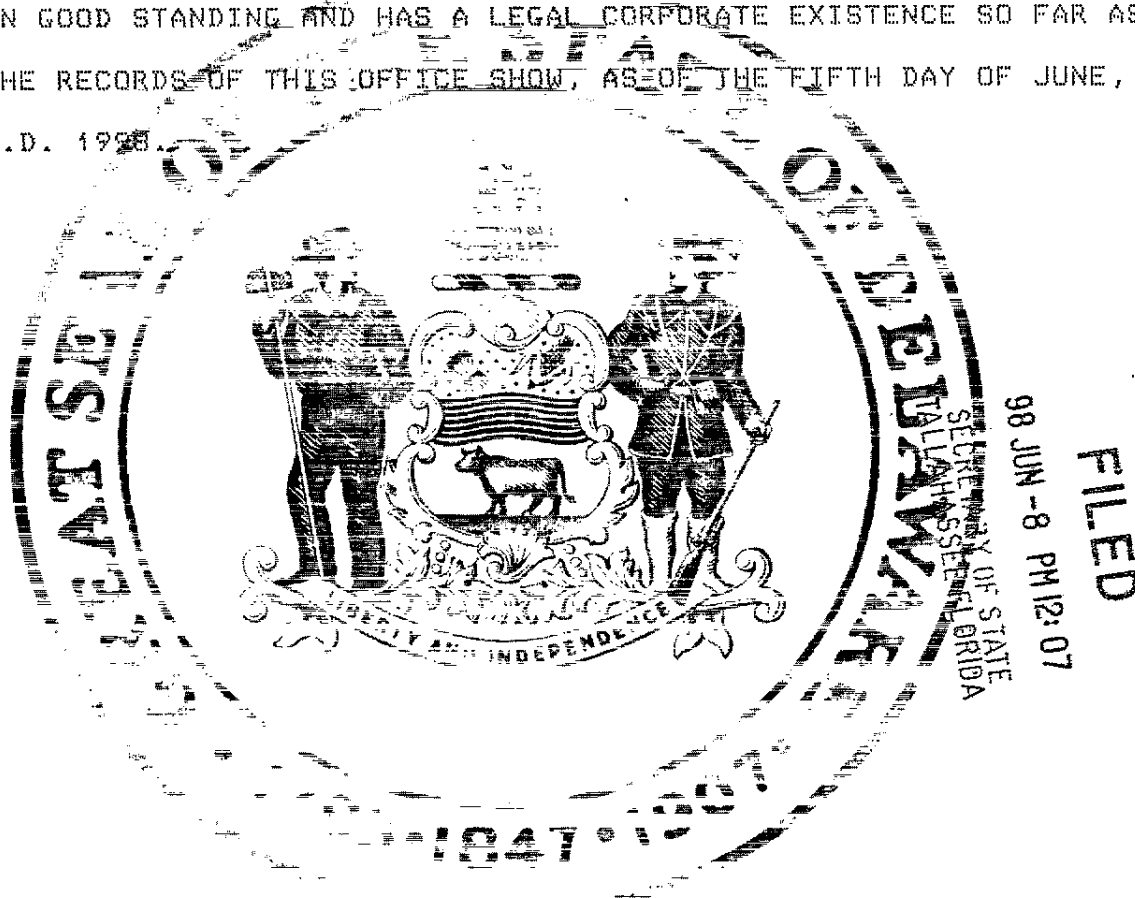
Peter Dixon
1524 Princeton Avenue
Modesto, California 95350

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL WATER 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 FIFTH DAY OF JUNE, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2363353 8300

981217086

AUTHENTICATION:

9122409

DATE:

06-05-98