

Document Number Only

CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002648927--1
-09/25/98--01037--008
*****70.00 *****70.00

AquaSource Utility, Inc.

9/25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <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 |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 25 1998

Thanks,
Jeff

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98 SEP 25 AM 10:49
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. AquaSource Utility, 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. Texas

(State or country under the law of which it is incorporated)

3. 76-0556391

(FEI number, if applicable)

4. 12-8-97

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 16810 Barker Springs, Suite B215

Houston, Texas 77084

(Current mailing address)

8. water utility, services + operations

(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

Kirk Hood
(Registered agent's signature)

Kirk Hood, Asst. 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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Edward R. Wallace

Address: AquaSource, Inc., 16810 Barker Springs, Suite BZ15
Houston, Texas 77084

Director: _____

Address: _____

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

President: Roy H. Moore

Address: 16810 Barker Springs, Suite BZ15
Houston, TX 77084

Vice President: Edward R. Wallace

Address: 16810 Barker Springs, Suite BZ15
Houston, TX 77084

Secretary: Carey Thomas

Address: 16810 Barker Springs, Suite BZ15
Houston, TX 77084

Treasurer: Please see the document attached hereto for a complete

Address: listing.

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

13. Edward R. Wallace
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward R. Wallace, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY, FLORIDA
TALLAHASSEE

AQUASOURCE UTILITY, INC.

List of Officers and Directors
as of September 1, 1998

OFFICERS

<u>Name</u>	<u>Title</u>
Roy H. Moore	President
Edward R. Wallace	Vice President
Michael J. Miller	Vice President
Carmela Laurella	Vice President
Linda C. Law	Secretary
Carol Marine	Assistant Secretary
Ann Reitmeyer	Assistant Secretary

DIRECTORS

Edward R. Wallace	Director
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

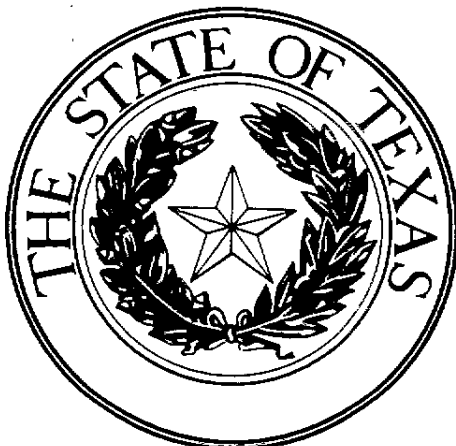
AQUASOURCE UTILITY, INC.
File No. 1470056

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 21, 1998.*

Alberto R. Gonzales
Secretary of State

BAM