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BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

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X MEMBER OF N.Y. BAR
T MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

February 15, 1999

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: AQUA-TECH, INC., dba AQUA-TECH ENERGY, INC.

Dear Sir or Madam:

Please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida, a certificate of existence from its state of incorporation, Connecticut, and a check in the amount of \$70.00, representing the filing fee, in order to register the above referenced foreign corporation to transact business in Florida.

Also enclosed is the Corporation's corporate resolution authorizing the Corporation to transact business in Florida under the name Aqua-Tech Energy, Inc., which is necessary because the name "Aqua-Tech, Inc." is unavailable.

Please return all correspondence concerning this matter to:

William S. Kramer, Esq.
Abrams Anton P. A.
One Boa Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-8535

Please feel free to contact me if you should have any questions at 561-994-2212.

Very truly yours,

William S. Kramer, Esq.

WSK/nim/38573
Enclosures

CC: Mr. & Mrs. Barry Lassman

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

HOLLYWOOD
(954) 921-5500
FAX: (954) 925-7013
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Boca

FILE No.:

ATI4-0001

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-02/17/99-01039-001
*****70.00 *****70.00

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DIVISION OF CORPORATIONS
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WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
IN LIEU OF A SPECIAL MEETING

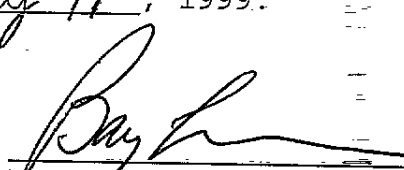
AQUA-TECH, INC.

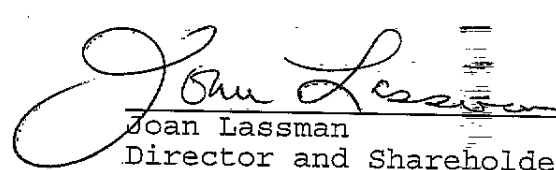
The undersigned, being all of the members of the Board of Directors and the Shareholders of the above-named corporation, a Florida corporation (hereinafter called the "Corporation"), do hereby take the following actions by written consent in lieu of a meeting:

WHEREAS, the Corporation desires to transact business in Florida; the name "Aqua-Tech, Inc." is unavailable; therefore it is

RESOLVED, that for purposes of transacting business in the State of Florida, the Corporation shall do business under the name "Aqua-Tech Energy, Inc."

IN WITNESS WHEREOF, the undersigned have duly executed this written consent as of January 11, 1999.


Barry Lassman
Director and Shareholder


Joan Lassman
Director and Shareholder

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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. AQUA-TECH, 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. CONNECTICUT
(State or country under the law of which it is incorporated)
3. 06-1409851
(FEI number, if applicable)
4. OCTOBER 26, 1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOVEMBER 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 212 CENTER STREET, WEST HAVEN, CONNECTICUT 06516
(Current mailing address)
8. ALL LAWFUL PURPOSES
(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: BARRY LASSMAN

Office Address: 5455 N. FEDERAL HIGHWAY, SUITE M

BOCA RATON, Florida, 33432
(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.


(Registered agent's signature) BARRY LASSMAN

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 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: BARRY LASSMAN

Address: 212 CENTER STREET, WEST HAVEN, CT 06516

Vice Chairman: JOAN LASSMAN

Address: 212 CENTER STREET, WEST HAVEN, CT 06516

Director: _____

Address: _____

Director: _____

Address: _____

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

President: BARRY LASSMAN

Address: 212 CENTER STREET, WEST HAVEN, CT 06516

Vice President: _____

Address: _____

Secretary: JOAN LASSMAN

Address: 212 CENTER STREET, WEST HAVEN, CT 06516

Treasurer: BARRY LASSMAN

Address: 212 CENTER STREET, WEST HAVEN, CT 06516

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

13. X Barry Lassman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BARRY LASSMAN, PRESIDENT
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

AQUA-TECH, INC.

incorporated under the laws of Connecticut is in existence.



Secretary of the State

Date Issued: February 8, 1999

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DIVISION OF CORPORATIONS
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