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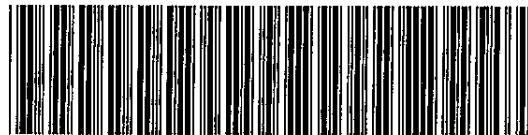
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9/17/04

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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1.) Ultra Pure Water Technologies, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Amended  
Certificate of Designation, Preferences and Rights of  
Series A Convertible Preferred Stock**

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04 SEP 17 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ultra Pure Water Technologies, Inc., a Florida corporation (the "Company"), pursuant to the provisions of Section 607.0602 of the Business Corporation Act of the State of Florida, does hereby state and certify that pursuant to the authority expressly vested in the Board of Directors of the Company (the "Board") by the Amended and Restated Certificate of Incorporation, the Board, in a unanimous written consent executed on August 5, 2004, duly adopted the following resolutions providing for the issue of shares of preferred stock, par value \$0.01 per share ("Preferred Stock"), of the Company hereinafter referred to, and further providing with respect to such issue of shares of Preferred Stock for such powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, as are hereinafter set forth, in addition to those set forth in said Amended and Restated Certificate of Incorporation;

RESOLVED, that pursuant to Article IV of the Amended and Restated Certificate of Incorporation (which authorizes 50,000,000 shares of Preferred Stock), the Board hereby provides for the issue of a series of 10,000,000 shares of Preferred Stock designated "Series A Convertible Preferred Stock;" and

RESOLVED, that the powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, of the shares of the Series A Convertible Preferred Stock shall be as follows:

Section 1. Designation and Amount. The designation of the series of Preferred Stock created by this resolution shall be "Series A Convertible Preferred Stock" (hereinafter called this "Series"), and the number of shares constituting this Series shall be 10,000,000. Shares of this Series shall have a stated value of \$5.00 per share. The number of authorized shares of this Series may be reduced or, subject to Section 5(b)(ii), increase by further resolution duly adopted by the Board and by the filing of a certificate pursuant to the provisions of the General Corporation Law of the State of Delaware stating that such reduction or increase has been so authorized.

Section 2. Dividends. Subject to the prior and superior rights of the holders of any shares of Senior Stock, the holders of shares of this Series shall be entitled to receive dividends and distributions in accordance with this Section 2, when, as and if declared by the Board out of funds legally available for such purpose. If the Company declares a dividend or distribution on the common stock, par value \$0.31 per share (the "Common Stock"), of the Company, the holders of shares of this Series shall be entitled to receive for each share of this Series a dividend or distribution in the amount of the dividend or distribution that would be received by a holder of the Common Stock into which such share of this Series could be converted on the record date for such dividend or distribution pursuant to the provisions of Section 6. If the Company declares a dividend or distribution on any class or series of Junior Stock (other than Common Stock), the holders of shares of this Series shall be entitled to receive a dividend or distribution in an amount per share in proportion to the dividend or distribution declared on a share of such class or series of Junior Stock based upon the liquidation preference of a share of this Series relative to that of a

share of such class or series of Junior Stock. If the Company declares a dividend or distribution on any class or series of Parity Stock, the holders of shares of this Series shall be entitled to receive a dividend or distribution in an amount per share in proportion to the dividend or distribution declared on a share of such class or series of Parity Stock based upon the liquidation preference of a share of this Series relative to that of a share of such class or series of Parity Stock, unless the holders of at least 66-2/3% of the outstanding shares of this Series consent otherwise. In any such case, the Company shall declare a dividend or distribution on this Series at the same time that it declares a dividend or distribution on the Common Stock or such other class or series of Junior Stock or on such class or series of Parity Stock and shall establish the same record date for the dividend or distribution on this Series as is established for such dividend or distribution on the Common Stock or such other class or series of Junior Stock or on such class or series of Parity Stock. Each such dividend or distribution will be payable to holders of record of this Series as they appeared on the records of the Company at the close of business on the record date declared for such dividend or distribution, as shall be fixed by the Board. If the Company declares or pays a dividend or distribution on this Series as a result of the declaration or payment of a dividend or distribution on the Common Stock or such other class or series of Junior Stock or on any class or series of Parity Stock as described above, the holders of this Series shall not be entitled to any additional dividend or distribution solely because such first dividend or distribution also required the declaration or payment of a dividend or distribution on any class or series of Junior Stock or Parity Stock. Any reference to "distribution" contained in this Section 2 shall not be deemed to include any distribution made in connection with any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary.

Section 3. Liquidation Preference. In the event of a (i) liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or (ii) a sale or other disposition of all or substantially all of the assets of the Company, after payment or provision for payment of debts and other liabilities of the Company and subject to the prior and superior rights of the holders of any Senior Stock, the holders of shares of this Series shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus of any nature, an amount equal to \$5.00 per share, and no more, before any payment shall be made or any assets distributed to the holders of the Company's Junior Stock (it being understood that this Series shall not thereafter share with the Junior Stock). The entire assets of the Company available for distribution after the liquidation preferences of the Senior Stock are fully met shall be distributed ratably among the holders of this Series and any Parity Stock to the respective preferential amounts to which each is entitled (but only to the extent of such preferential amounts). A consolidation or merger of the Company with or into another company shall not be considered a liquidation, dissolution or winding up of the Company or a sale or other disposition of all or substantially all of the assets of the Company.

Section 4. Voting Rights.

(a) General Voting Rights. Except as otherwise required by law or by Sections 4(b) and 4(c) hereof, each holder of any shares of this Series shall have the right to ten votes for each full share of Common Stock into which such shares of this Series could be converted pursuant to the provisions of Section 5 hereof, at the record date for the determination of the stockholders entitled to vote on such matters or, if no record date is established, at the day prior to the date such vote is taken or any written consent of stockholders is first executed. With respect to such

vote, such holders (i) shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, (ii) shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of the Company, and (iii) shall be entitled to vote, together with holders of Common Stock and the holders of any other class or series of stock that also has the right to vote with the holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

The voting rights specified in this Section 4 are in addition to, and are not intended to limit in any respect, the voting rights of holders of shares of this Series under the Business Corporation Act of the State of Florida.

(b) Special Voting Rights. The Company shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then outstanding shares of this Series (voting separately as a class in accordance with Section 4(c)):

(i) create, or increase the authorized number of shares of, any new class or series of Senior Stock or Parity Stock or issue any shares of Senior Stock or Parity Stock (other than in connection with the Planned Issuances, which shall not require any action by holders of shares of this Series);

(ii) increase the authorized number of shares of this Series; or

(iii) amend or repeal any provision of, or add any provision to, the certificate of incorporation of the Company if such action would adversely alter or change the relative rights, preferences, privileges or powers of this Series.

(c) Voting Procedures. The rights of holders of shares of this Series to take any action separately as a class as provided in this Certificate may be exercised at any annual meeting of stockholders or at a special meeting of stockholders held for such purpose or at any adjournment thereof, or without a meeting, without prior notice and without a vote, if a consent or counterpart consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares of this Series having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares of this Series entitled to vote on the action were present and voted.

## Section 5. Conversion.

(a) Optional Conversion by the Holders.

(i) Each share of this Series shall be convertible at the option of the record holder thereof at any time following the date of original issue by the Company into ten shares of fully paid and nonassessable shares of Common Stock for each one share of this Series.

(ii) Any holder of shares of this Series desiring to convert such shares into Common Stock pursuant to this Section 5(a) shall surrender the certificate or certificates for such shares of this Series at the principal office of the Company or at the office of the

transfer agent for this Series or at such other offices, if any, as the Board may determine, in person or by registered mail, return receipt requested with postage prepaid thereon, which certificate or certificates, if the Company shall so require, shall be duly endorsed to the Company or in blank, or be accompanied by proper instruments of transfer to the Company or in blank, accompanied by irrevocable written notice to the Company that the holder elects so to convert such shares of this Series and specifying the name or names (with address) in which a certificate or certificates for Common Stock are to be issued.

(iii) The Company will, as soon as practicable after such surrender of certificates for shares of this Series accompanied by such written notice and upon compliance with any other conditions herein contained, deliver to the person for whose account such shares of this Series were so surrendered, or to his nominee or nominees, certificates for the number of full shares of Common Stock to which such person shall be entitled as aforesaid, together with a cash payment for any fraction of a share as hereinafter provided. Subject to the remaining provisions of this Section 5(a), such conversion shall be deemed to have been made as of the date of such surrender of the shares of this Series to be converted, and the person entitled to receive the Common Stock deliverable upon conversion of such shares shall be treated for all purposes as the record holder or holders of such Common Stock on such date.

(iv) The Company covenants that it will at all times reserve and keep available, out of its authorized and unissued Common Stock solely for the purpose of issuance upon conversion of this Series as provided in this Section 5(a), free from preemptive rights or any other actual or contingent purchase rights of persons other than the holders of shares of this Series, such number of shares of Common Stock as shall then be issuable upon the conversion of all outstanding shares of this Series. The Company covenants that all shares of Common Stock that shall be so issuable shall upon issuance as provided in this Section 5(a) be duly and validly issued and fully paid and nonassessable.

(b) No Impairment. The Company will not amend its certificate of incorporation or participate in any reorganization, transfer of assets, merger, consolidation, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of this Series against impairment.

(c) Notice to Holders. In the event the Company shall propose at any time:

(i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus;

(ii) to effect any reorganization or reclassification of its Common Stock outstanding involving a change in Common Stock; or

(iii) to consolidate or merge with or into any other corporation or other entity, or sell, lease or convey all or substantially all of its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, the Company shall give to each holder of shares of this Series at least 20 days prior written notice of the date on which a record shall be taken for such dividend or distribution or subscription rights (and specifying the date on which holders of Common Stock shall be entitled thereto). Each such written notice shall be sent by mail, first class postage prepaid, to each holder of shares of this Series at its address appearing on the Company's records or transmitted by facsimile to holders who have provided the Company with facsimile instructions.

Section 6. Fractional Shares; Transfer Taxes.

(a) The Company shall not be required to issue stock certificates representing fractions of shares of Common Stock.

(b) The issuance of certificates for shares of Common Stock on conversion of this Series shall be made without charge to the holders thereof for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate; provided, that the Company shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate in a name other than that of the holder of the shares of this Series converted and the Company shall not be required to issue or deliver such certificates unless or until the person or persons requesting the issuance thereof shall have paid to the Company the amount of such tax or shall have established to the satisfaction of the Company that such tax has been paid.

Section 7. Definitions. For the purposes hereof, the following terms shall have the following respective meanings:

"Board" shall have the meaning set forth in the introduction.

"Common Stock" shall have the meaning set forth in Section 2.

"Junior Stock" shall mean, for purposes of Section 2, the Common Stock and any other class or series of stock of the Company issued after the Original Issue Date ranking junior to this Series in respect of the right to receive dividends and distributions and, for purposes of Section 3, the Common Stock and any other class or series of stock of the Company issued after the Original Issue Date ranking junior to this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

"Parity Stock" shall mean, for purposes of Section 2, any other class or series of stock of the Company issued after the Original Issue Date ranking on a parity with this Series in respect of the right to receive dividends and distributions and, for purposes of Section 3, any other class or series of stock of the Company issued after the Original Issue Date ranking on a parity with this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

"Preferred Stock" shall have the meaning set forth in the introduction to this Agreement.

"Senior Stock" shall mean, for purposes of Section 2, any class or series of stock of the Company issued after the Original Issue Date ranking senior to this Series in respect of the right to receive dividends and distributions, and, for purposes of Section 3, any class or series of stock of the Company issued after the Original Issue Date ranking senior to this Series in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Company.

Section 8. Status of Acquired Shares. Shares of this Series received upon conversion or otherwise acquired by the Company will be restored to the status of authorized but unissued shares of Preferred Stock, without designation as to class, and may thereafter be issued, but not as shares of this Series.

Section 9. No Preemptive Rights. No holder of shares of this Series by reason of holding such shares shall have any preemptive or preferential right to purchase or subscribe to any securities of the Company, now or hereafter to be authorized.

Section 10. Consolidation or Merger. In the case of any consolidation or merger to which the Company is a party (other than a consolidation or merger in which the Company is the surviving or continuing corporation and in which the shares of Common Stock outstanding immediately before the merger or consolidation remain unchanged) or in the case of any sale or transfer to another company of the Company as an entirety or substantially as an entirety, then, if any shares of this Series are to remain outstanding following the consummation of such transaction, the Company shall make appropriate provision, or cause appropriate provision to be made, so that, upon conversion thereof, holders of shares of this Series outstanding immediately prior thereto shall have the right to receive (i) the kind and amount of securities, cash or other property receivable upon the consummation of such transaction by a holder of the number of shares of Common Stock into which such shares of this Series would have been converted if conversion had occurred immediately before the date of the consummation of such transaction (assuming such holder failed to exercise rights of election, if any, as to the kind or amount of securities, cash or property, receivable upon consummation of such transaction). Following the consummation of such transaction, the amount of any common stock or similar equity securities receivable by a holder of this Series upon conversion shall be subject to equitable adjustment in a manner consistent with the adjustments described in Section 5(c). The foregoing provisions of this Section 10 shall similarly apply to successive consolidations, mergers, sales or transfers.



IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by a duly authorized officer, this 5<sup>th</sup> day of August, 2004.

ULTRA PURE WATER TECHNOLOGIES, INC.

By:

  
DAVID A. DUGAS  
Chief Executive Officer

ATTEST:

By:

  
DANIEL LEBLANC  
Secretary

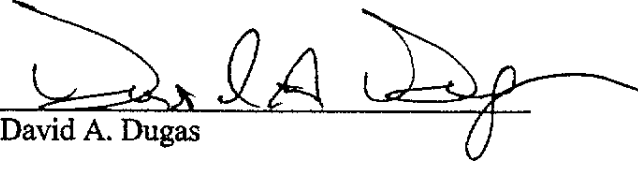
[SIGNATURE PAGE TO CERTIFICATE OF DESIGNATION]

**ULTRA PURE WATER TECHNOLOGIES, INC.**

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS**

Pursuant to the provisions of Section 607.0821 of the Florida Business Corporation Act, the undersigned Directors, constituting all of the members of the Board of Directors (the "Board") of Ultra Pure Water Technologies, Inc., a Florida corporation (the "Company"), hereby consent to the taking of the following actions without the holding of a meeting and hereby adopt the resolutions attached hereto as Annex A effective as of August 5, 2004.

Upon the execution of this Unanimous Written Consent of Directors, in one or more counterparts, by all of the members of the Board, the adoption of the resolutions shall be effective as of the date first above written.



David A. Dugas



Daniel LeBlanc

**ULTRA PURE WATER TECHNOLOGIES, INC.**

**RESOLUTIONS OF THE BOARD OF DIRECTORS**

**Series A1 Convertible Preferred Stock**

RESOLVED, that, subject to the approval of the holders of a majority of the issued and outstanding Series A1 Convertible Preferred Stock, par value \$0.01 per share (the "Series A1 Convertible Preferred Stock"), of the Company, the resolutions set forth in **Annex A** hereto amending and restating the Series A1 Convertible Preferred Stock be, and it hereby is, approved and adopted as if the full text of such resolutions was set forth herein in its entirety; and be it further

RESOLVED, that the President and the Chief Executive Officer (the "Authorized Officers") be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute and file with the Secretary of State of the State of Louisiana the Certificate of Designation attached as **Annex A** hereto.

**Miscellaneous**

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, on behalf of the Company, to make all payments and incur all expenses in connection with any transactions contemplated by the foregoing resolutions as they deem, or any of them deems, necessary or appropriate, such payment conclusively to evidence the necessity or appropriateness thereof; and be it further

RESOLVED, that all action heretofore taken on behalf of the Company by any of the officers of the Company in connection with any of the foregoing matters be, and each of them hereby is, in all respects, ratified, confirmed, authorized and approved as action of the Company; and be it further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, on behalf of the Company, to execute and deliver such documents and take all such further actions as they deem, or any of them deems, necessary or appropriate to effect the intent and accomplish the purposes of the foregoing resolutions.

**ULTRA PURE WATER TECHNOLOGIES, INC.**

**UNANIMOUS WRITTEN CONSENT OF  
SERIES A CONVERTIBLE PREFERRED STOCKHOLDERS**

Effective as of August 5, 2004

In accordance with Sections 607.0704 and 607.1007 of the Florida Business Corporation Act ("FBCA"), the undersigned, constituting all of the holders of the issued and outstanding shares of Series A Convertible Preferred Stock of Ultra Pure Water Technologies, Inc., a Florida corporation (the "Company"), in lieu of a meeting of such stockholders, hereby adopt and ratify the following resolutions:

**Amended and Restated Certificate of Designation, Preferences and Rights of  
Series A Convertible Preferred Stock**

RESOLVED, that the resolution of the Board of Directors of the Company (the "Board") restating the Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of the Company (the "Certificate") to amend the provisions of the Certificate as set forth hereinafter (the "Restated Certificate"), a copy of which has been presented to the undersigned stockholders, is hereby approved and adopted as if the full text of such resolution were set forth herein in its entirety; and be it further

RESOLVED, that, the Chief Executive Officer or the President of the Company (each an "Authorized Officer") be, and each of them hereby is, authorized and directed to execute and file the Restated Articles with the Secretary of State of the State of Florida, with such changes in the form thereof as the Authorized Officers of the Company shall deem necessary and appropriate and shall approve; and that the Authorized Officers of the Company are hereby authorized and directed to take all such further action and execute all such further documents as may be necessary to carry out the intent of these resolutions, including, without limitation, the solicitation of stockholder approval of the Restated Certificate, in accordance with the FBCA.

**Miscellaneous**

RESOLVED, that all actions heretofore taken on behalf of the Company by any of the Authorized Officers in connection with any of the foregoing matters be, and they hereby are, in all respects, ratified, confirmed, authorized and approved as acts of the Company; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered on behalf of the Company to execute and deliver such documents and take all such further actions as they or any of them may deem necessary or appropriate to effect the intent and accomplish the purposes of the foregoing resolutions.

Upon the execution of this Written Consent of Shareholders, in one or more counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument, the adoption of the resolutions shall be effective as of the date first written above.

  
DAVID A. DUGAS

  
DANIEL LEBLANC