

K64366

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

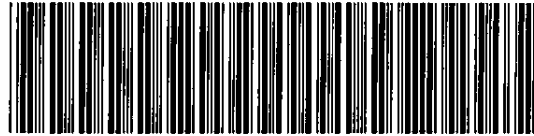
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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J. BRYAN MAY 31 2006



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 31, 2006

STEPHEN H. MYERS  
ULTRA PURE WATER TECHNOLOGIES, INC.  
310 E. GLORIA SWITCH ROAD  
LAFAYETTE, LA 70507

SUBJECT: ULTRA PURE WATER TECHNOLOGIES, INC.  
Ref. Number: K64366

We have received your document for ULTRA PURE WATER TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

We didn't receive this document until May 25, 2006.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 206A00037759

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ULTRA PURE WATER TECHNOLOGIES, INC.

(Name of Florida Profit Corporation)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

STEPHEN H. MYERS

(Contact Person)

ULTRA PURE WATER TECHNOLOGIES, INC.

(Firm/Company)

310 E. GLORIA SWITCH ROAD

(Address)

LAFAYETTE, LOUISIANA 70507

(City, State and Zip Code)

For further information concerning this matter, please call:

STEPHEN H. MYERS

at (

337

) 266-2225

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee  
and Certificate of  
Status

☒ \$43.75 Filing Fee  
and Certified Copy

☐ \$52.50 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

ULTRA PURE WATER TECHNOLOGIES, INC.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

ULTRA PURE WATER TECHNOLOGIES, INC.

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a DELAWARE CORPORATION  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of DELAWARE  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: MAY 23, 2006

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8. This conversion shall be effective in Florida on: MAY 25, 2006.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:  
310 E. GLORIA SWITCH ROAD, LAFAYETTE, LA 70507

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 310 E. GLORIA SWITCH ROAD

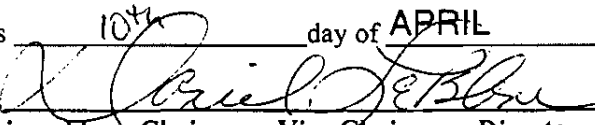
LAFAYETTE, LA 70507

Mailing Address: 310 E. GLORIA SWITCH ROAD

LAFAYETTE, LA 70507

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 10<sup>th</sup> day of APRIL, 2006.

Signature: 

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: DANIEL LEBLANC Title: CHIEF EXECUTIVE OFFICER

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)

## PLAN OF CONVERSION

Now on this 10<sup>th</sup> day of April, 2006, Ultra Pure Water Technologies, Inc., a Florida corporation (the "Company"), does hereby provide the following information in connection with its conversion from a Florida domestic corporation into an "Other Business Entity," namely a Delaware foreign corporation, pursuant to Section 607.1112 *et al.* of the Florida Business Corporation Act ("FCBA");

**WITNESSETH** that:

**WHEREAS**, the Board of Directors of Company deems it advisable that the Company convert to a Delaware corporation as hereinafter specified; and

**WHEREAS**, the Company has filed a Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on or about April 10, 2006.

**NOW, THEREFORE**, the Company hereby prescribes the terms and conditions of said conversion and of carrying the same into effect as follows:

**FIRST:** The name of the domestic corporation is **Ultra Pure Water Technologies, Inc.**

**SECOND:** The name of the other business entity into which the domestic corporation is to be converted is **Ultra Pure Water Technologies, Inc.**, a Delaware corporation.

**THIRD:** The Certificate of Incorporation of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation, is as set forth in Exhibit A attached hereto and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

**FOURTH:** The directors and officers in office of the domestic corporation upon the effective date of the conversion shall be the members of the Board of Directors and the officers of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation, and/or the Delaware General Corporation Law.

**FIFTH:** Each issued whole common share of the domestic corporation shall, by virtue of the conversion and without any action on the part of the holder thereof, be converted into one (1) share of duly authorized, fully paid, and nonassessable common stock, par value \$0.31 per share, of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation. Each issued whole share of the domestic corporation's Series B Preferred Stock shall, by virtue of the conversion and without any action on the part of the holder

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thereof, be converted into one (1) share of duly authorized, fully paid, and nonassessable Series B Preferred Stock of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation. Any options, warrants, or other conversion rights to acquire any equity securities of the domestic corporation and any and all obligations of the domestic corporation shall, by virtue of the conversion and without any action on the part of the holder or obligee thereof, be converted into an equal option, warrant, conversion right and/or obligation of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation. Each shareholder of the domestic corporation whose shares were outstanding immediately prior to the effective date of the conversion will hold the same number of shares of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation, with identical designations, preferences, limitations, and relative rights, immediately after the conversion.

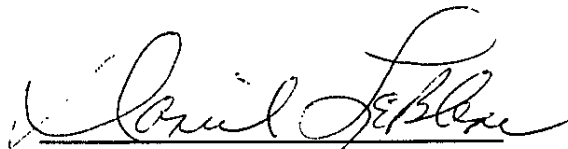
**SIXTH:** The Plan of Conversion herein made has been duly approved by the Board of Directors and a majority of the shareholders of the domestic corporation as required by Sections 607.1103 and 607.0704 of the FCBA.

**SEVENTH:** The Board of Directors and the proper officers of the domestic corporation and of **Ultra Pure Water Technologies, Inc.**, a Delaware corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Conversion or of the conversion herein provided for.

**EIGHTH:** This conversion shall become effective upon filing with the Secretary of State of Florida the Certificate of Conversion, which date shall not be different than the effective date of the conversion under the laws of the State of Delaware.

**ULTRA PURE WATER TECHNOLOGIES, INC.**

By:



**DANIEL LEBLANC**  
Chief Executive Officer

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