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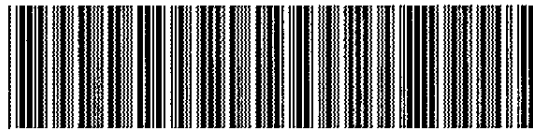
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 089646 4344659

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 12, 2003

ORDER TIME : 11:45 AM

ORDER NO. : 089646-005

CUSTOMER NO: 4344659

CUSTOMER: Jan Crank, Legal Assistant  
Greenberg Traurig, P.a.

Suite 300, 777 South Flagler  
Dr. East  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: HILLSBOROUGH UTILITY  
COOPERATIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
OF  
HILLSBOROUGH UTILITY COOPERATIVE, INC.  
(a Florida Not For Profit Corporation)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Hillsborough Utility Cooperative, Inc. (The "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is:

8402 Laurel Fair Circle  
Suite 203  
Tampa, Florida 33610

ARTICLE III - PURPOSE

The specific purpose for which the Corporation is organized to acquire, own, operate, repair, replace, maintain, construct, expand, improve, and finance the Florida Water Services Corporation Seaboard, Valrico Hills and Hershel Heights water and wastewater utility facilities (the "Utility Facilities") to provide utility service ("Utility Service") for the members of the Corporation, and other facilities necessary or desirable in furtherance of this purpose, and to do all things necessary and take all other actions incident or beneficial to this purpose, all primarily for the benefit of the members of the Corporation. The Corporation shall provide Utility Service solely to its members, provided, however, that this prohibition does not prevent the Corporation from entering

into utility interconnection or service agreements with other Utility service providers. The Corporation intends that it qualify for exemption from federal income taxes under the Internal Revenue Code, as amended, and these Articles shall be construed consistently with the requirements thereof.

#### ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the resolution of a majority of the Board of Directors; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors shall have the effect of shortening the terms of an incumbent director.

The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

#### ARTICLE V – MEMBERS

A person or entity shall become a member of the Corporation automatically upon becoming a customer of the Utility System. All customers of the Utility System at the time of acquisition of the Utility System by the Corporation shall become members of the Corporation upon closing of the acquisition of the Utility System by the Corporation. If a customer is in the name of more than one (1) person, such customer shall be entitled to only one (1) member vote per customer location. Membership in the Corporation shall not be transferable. Until acquisition of the Utility System, there shall be no members of the Corporation. Members of the Corporation shall have all of the rights of members as provided in Chapter 617, Florida Statutes, as amended from time to time. The Members of the Corporation shall own and control the Corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent and office of the Corporation are:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

ARTICLE VII - INCORPORATOR

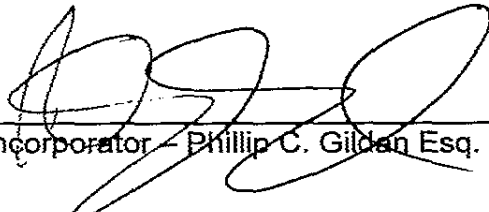
The name and address of the Incorporator of the Corporation is:

Phillip C. Gildan, Esq.  
Greenberg Traurig, P.A.  
777 S. Flagler Drive  
Suite 300-East Tower  
West Palm Beach, Florida 33401

ARTICLE VIII – AMENDMENTS

The Articles of Incorporation and By-laws may be amended by the incorporator at any time prior to acquisition of the Utility System by the Corporation. After acquisition of the Utility System by the Corporation, the Articles of Incorporation and By-laws may only be amended by a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of May 2003.

  
Incorporator – Phillip C. Gildan Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 11<sup>th</sup> day of May 2003.

Corporation Service Company

By: 

Brian Courtney  
Asst. V. Pres.

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