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MICHAEL & MICHAEL ASSOCIATES
669 KINGSLEY AVENUE
ORANGE PARK, FL 32073
(904) 264-8057

DEFECTIVE DATE
12-23-99

December 23, 1999

FILED
99 DEC 27 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bureau of Corporate Records
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-12/27/99-01100-007
122.50 **78.75

Re: Dolphin Backflow, Inc.

Ladies and Gentlemen:

Enclosed for filing is the duly executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, along with a copy of both documents for certification.

Also enclosed is a check in the amount of \$122.50 to cover the following filing fees and the cost of a certified copy.

If you have any questions concerning this proposed incorporation, please contact me.

Sincerely,

Linda Bossinger
Linda Bossinger

Enclosures.

(ART.DOLPHINLTR)

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WC

ARTICLES OF INCORPORATION

OF

DOLPHIN BACKFLOW, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Section 1.1 Name. The name of the corporation is Dolphin Backflow, Inc.

ARTICLE II - DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of voting Common Stock having a par value of \$1 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 2335 Holly Leaf Lane, Orange Park, FL 32073, and the name of the initial registered agent of this corporation at that address is Marsha T. Miller. The mailing address is Post Office Box 2591, Orange Park, FL 32067-2591.

ARTICLE VI - DIRECTORS

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

| Name | Street Address |
|------------------|---|
| Marsha T. Miller | 2335 Holly Leaf Lane, Orange Park, FL 32073 |
| David Q. Miller | 2335 Holly Leaf Lane, Orange Park, FL 32073 |

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII - BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Michael & Michael Associates
669 Kingsley Avenue
Orange Park, FL 32073

ARTICLE IX - AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

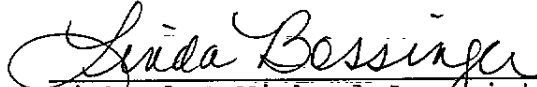
IN WITNESS WHEREOF, the incorporator has executed these Articles this 23rd day of December, 1999.


Michael & Michael Associates
by: Linda Bossinger

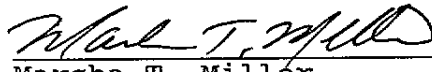
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes 48.091 and 607.034, the following is submitted:

Dolphin Backflow, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Marsha T. Miller as its registered agent to accept service of process within the State of Florida and the mailing address of its registered office shall be Post Office Box 2591, Orange Park, FL 32067-2591.


Michael & Michael Associates
by: Linda Bossinger
Dated: 12/23/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Marsha T. Miller
Dated: 12/23/99

(ARTICLES.DOLPHIN)

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