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TRANSMITTAL LETTER

Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

SUBJECT: VILLAGE WATER SYSTEMS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check for \$70.00 for filing fee and registered agent fee.

FROM: MICHAEL LANDON YARBOROUGH
6405 Sunnyside Dr.
Leesburg, Fl. 34748

PHONE: (352) 326-9320

Enclosures
Original and One Copy of Articles

FILED
00 FEB -3 PM 1:55
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VILLAGE WATER SYSTEMS, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: VILLAGE WATER SYSTEMS, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is:

101 N. US Hwy 27/441
Lady Lake, Fl. 32159

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including but not limited to retail sales, installation and service of water treatment equipment and related products.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being three hundred (1000) shares at One (\$1.00) Dollar per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

MICHAEL LANDON YARBOROUGH
6405 Sunnyside Dr.
Leesburg, Fl. 34748

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TALLAHASSEE, FLORIDA

ARTICLE VII

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
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MICHAEL LANDON YARBOROUGH, President Vice President/Secretary/Treasurer	6405 Sunnyside Dr., Leesburg, Fl. 34748
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ARTICLE VIII

Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

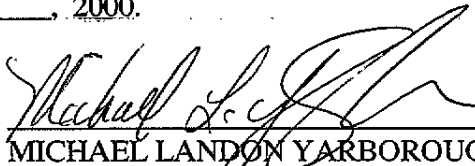
NAME	ADDRESS
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MICHAEL LANDON YARBOROUGH	6405 Sunnyside Dr., Leesburg, Fl. 34748
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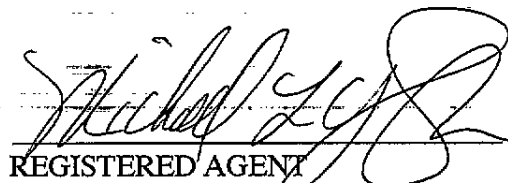
ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 27 day of JANUARY, 2000.


MICHAEL LANDON YARBOROUGH

Witnesses as to all
incorporators signatures
and to Registered Agent
Signature


REGISTERED AGENT

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

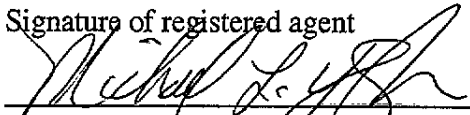
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: VILLAGE WATER SYSTEMS, INC.
2. The name and address of the registered agent and office is:

MICHAEL LANDON YARBOROUGH
6405 Sunnyside Dr.
Leesburg, Florida 34748

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of registered agent


MICHAEL LANDON YARBOROUGH

Date of Signature: 27 JAN 2000

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00 FEB -3 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA