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Richard D. Percic
Attorney-at-Law
1660 Cypress Pointe Drive
Coral Springs, Florida 33371-4261

FILED
00 FEB 16 PM 5:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone: (954) 627-6611

Facsimile: (954) 524-8931

February 15, 2000

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Florida Department of State
DIVISION OF CORPORATIONS - Corporate Filing
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for AQUA CLEAN U.S.A., INC.

Dear Madam or Sir:

Enclosed are the following:

1. Check of Arvid Hvidsten in the amount of \$78.75; and
2. Original and one (1) copy of the Articles of Incorporation for AQUA CLEAN U.S.A., INC.

Please file the Articles of Incorporation and return a copy to me with the filing information and a Certificate of Good Standing. If you have any questions, please contact me at your convenience. Thank you.

Sincerely,



Richard D. Percic

FEB 18 2000

**ARTICLES OF INCORPORATION
OF
AQUA CLEAN U.S.A., INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **AQUA CLEAN U.S.A., INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is **16 N.E. 4th Street, Fort Lauderdale, Florida 33301**. The mailing address of the Corporation is **16 N.E. 4th Street, Fort Lauderdale, Florida 33301**.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **741 Bayshore Drive, Unit 18, Fort Lauderdale, Florida 33304**, and the name of the initial Registered Agent of the Corporation is **ARVID HVIDSTEN**.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ARVID HVIDSTEN	741 Bayshore Drive, Unit 18 Fort Lauderdale, FL 33304
PER OPHUS	741 Bayshore Drive, Unit 8 Fort Lauderdale, FL 33304

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
ARVID HVIDSTEN	741 Bayshore Drive, Unit 18 Fort Lauderdale, FL 33304

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of February, 2000.

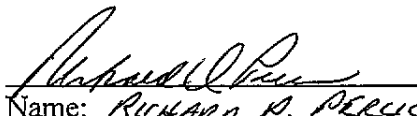


ARVID HVIDSTEN

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared ARVID HVIDSTEN, who is personally known to me or who has produced as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

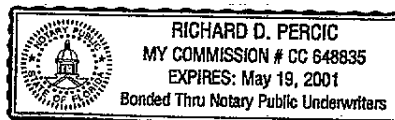
WITNESS my hand and official seal in the county and state last aforesaid, this 15th day of February, 2000.



Name: RICHARD D. PERCIC

NOTARY PUBLIC

My Commission Expires:



[SEAL]

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of AQUA CLEAN U.S.A., INC., as made in the foregoing Articles of Incorporation.

DATE: February 15, 2000



ARVID HVIDSTEN

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