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DENNIS D. CAMP, P.A.

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Dennis D. Camp, Esquire

February 17, 2000

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

Re: Clean Water Systems Inc.

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-02/21/00--01110--005
*****78.75 *****78.75

Gentlemen:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

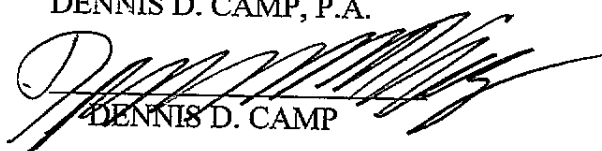
Please endorse your approval of the Articles on the duplicate copy, certify same, and return the certified copy to this office in the enclosed envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$78.75 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the Articles do not meet current requirements, please notify the undersigned by collect telephone call at (352) 369-0664.

Sincerely yours,

DENNIS D. CAMP, P.A.


DENNIS D. CAMP

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLEAN WATER SYSTEMS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is CLEAN WATER SYSTEMS, INC.

ARTICLE II: Business

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is One Hundred (100) shares of One Hundred Dollars per share par value Class A common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address and Principal Office

The initial address of the registered office of the corporation is 10080 S.E. 111th Court, Ocala, Florida 34472.

The name of the corporation's registered agent at said address is Raymond Jeffrey Wells.

The principal business office of the corporation is 10080 S.E. 111th Court, ocala, Florida 34472

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and street address of the persons signing these Articles as incorporators: Raymond Jeffrey Wells, 10080 S.E. 11th Court, Ocala, Florida 34472 and Shirley Ann Wells, 10080 S.E. 11th Court, Florida 34472.

ARTICLE VIII:

Shareholders as Employees

There shall be no policy prohibiting shareholders from serving as corporate officers or employees. In the event that a shareholder is employed by the corporation, said shareholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX: Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

STATE OF FLORIDA

COUNTY OF MARION

I hereby certify that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared SHIRLEY A. WELLS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon a FL DRIVERS LICENSE as identification of the above-named person.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of February, 2000.



Denise E. Canning
Commission # CG 846092
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Denise E. Canning
NOTARY PUBLIC, State of FL

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for CLEAN WATER SYSTEMS, INC., as set forth in Article IV of the foregoing Articles of Incorporation, this 16th day of February, 2000.

Raymond J. Wells
RAYMOND J. WELLS

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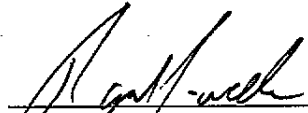
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X: Amendment

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a shareholder and approved at a shareholders' meeting by not less than seventy-five percent (75%) of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation on this

16th day of February, 2000.


RAYMOND J. WELLS


SHIRLEY ANN WELLS

STATE OF FLORIDA

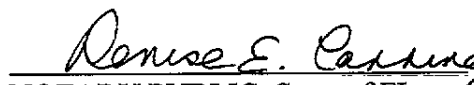
COUNTY OF MARION

I hereby certify that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared RAYMOND J. WELLS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon a FL DRIVERS LICENSE as identification of the above-named person.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of February, 2000.



Denise E. Canning
Commission # 00 846092
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


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