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Law Offices of John W. Parente

John W. Parente
Attorney at Law
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FACSIMILE TRANSMISSION TO:

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April 11, 2000

500003209825--8
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*****78.75 *****78.75

State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the original and one copy of signed Articles of Incorporation for the above referenced corporation, together with my check in the amount of \$78.75 representing the filing fee for same. Please forward the certified copy to my attention in the enclosed self-addressed, stamped envelope.

Thanking you for your attention to the above, I am,

Sincerely yours,

JOHN W. PARENTE

JWP/ep
Enclosures

c.c. L Pyszka

FILED
00 MAY -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~100-10405~~

T BROWN MAY - 4 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 19, 2000

JOHN W. PARENTE, ESQ.
P.O. BOX 1771
VENICE, FL 34284-1771

SUBJECT: WATER SAVERS, INC.
Ref. Number: W00000010405

We have received your document for WATER SAVERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00021590

FILED
00 MAY -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF WATER SAVER SYSTEMS, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT TO CONTRACT, HEREBY ASSOCIATES AND FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

THE NAME OF THIS CORPORATION SHALL BE WATER SAVER SYSTEMS, INC.

ARTICLE II.

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF FILING BY THE DEPARTMENT OF STATE.

ARTICLE III.

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED. IT SHALL HAVE EVERY CORPORATE POWER GRANTED BY THE FLORIDA LEGISLATURE.

ARTICLE IV.

THE CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT NO PAR VALUE. UNLESS OTHERWISE STATED IN THESE ARTICLES, OR ANY AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

ARTICLE V.

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 A FRACTIONAL SHARE) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI.

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 314

PAMETO ROAD, NOKOMIS, FLORIDA 34275 AND THE INITIAL REGISTERED AGENT IS JOHN W. PARENTE. THE PRINCIPAL BUSINESS ADDRESS OF THE CORPORATION IS 314 PAMETO ROAD, NOKOMIS, FLORIDA 34275.

ARTICLE VII.

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION ARE:

LARRY PYSZKA
314 PAMETO ROAD
NOKOMIS, FLORIDA 34275

ARTICLE VIII.

AT ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTE BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THAT TIME MULTIPLIED BY THE NUMBER OF SHARES, OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPLE AMONG ANY NUMBER OF CANDIDATES.

ARTICLE IX.

THE SHAREHOLDERS OF THIS CORPORATION SHALL NOT BE ENTITLED TO REMOVE ANY DIRECTOR FROM OFFICE DURING HIS TERM EXCEPT FOR CAUSE.

ARTICLE X.

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION ARE:

LARRY PYSZKA
314 PAMETO ROAD
NOKOMIS, FLORIDA 34275

ARTICLE XI.

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD

OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII.

THESE ARTICLES OF INCORPORATION MAY BE AMENDED. EACH AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS AND PROPOSED TO THEM BY THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, OR ALL OF THE STOCKHOLDERS MAY EVIDENCE THEIR WRITTEN APPROVAL IN THAT AN INSTRUMENT THEREUNDER MAY BE MADE.

ARTICLE XIII.

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE.

ARTICLE XIV.

THE OFFICERS OF THIS CORPORATION SHALL BE A PRESIDENT, ONE OR MORE VICE PRESIDENTS, A SECRETARY, AND A TREASURER AND SUCH OTHER OFFICERS AND FACTORS AS MAY BE DEEMED NECESSARY. ALL OFFICERS, AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICES FOR SUCH TERM, AND HAVE EACH SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY PERSON MAY HOLD TWO OR MORE OFFICES OF THIS CORPORATION.

ARTICLE XV.

THE NAME AND ADDRESS OF THE INITIAL OFFICER OF THIS CORPORATION ARE:

PRESIDENT, VICE PRESIDENT, SECRETARY/TREASURER:

LARRY PYSZKA
314 PAMETO ROAD
NOKOMIS, FLORIDA 34275

ARTICLE XVI.

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER

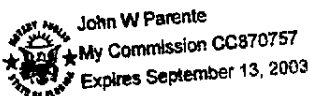
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBED HAS EXECUTED THESE
ARTICLES OF INCORPORATION THIS 7 DAY OF APRIL, 2000.

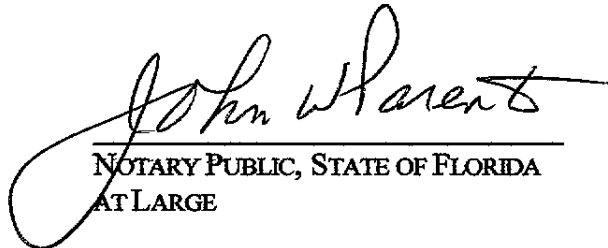

LARRY PYSZKA

STATE OF FLORIDA)
)SS:
COUNTY OF SARASOTA)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED LARRY PYSZKA, KNOWN TO
ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL
SEAL IN THE STATE AND COUNTY LAST AFORESAID, THIS 7 DAY OF APRIL, 2000.




NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:


CERTIFICATE OF DESIGNATION
REGISTERED AGENT ACCEPTANCE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED
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:

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 WATER SAVER SYSTEMS, INC.
2. THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: JOHN W. PARENTE, 314 PAMETO ROAD, NOKOMIS, FLORIDA 34275.

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.


JOHN W. PARENTE
314 Pameto Road
Nokomis, Florida 34275

FILED
00 MAY -3 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA