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REFERENCE : 833658 80558A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 78.75

ORDER DATE : September 18, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 833658-005

CUSTOMER NO: 80558A

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CUSTOMER: William R. Smith, Esq.
William R. Smith, P.a.

Suite 300
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: AQUATUNITY MARINE & PUMPS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

gf 9/18/00

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F.B. EU
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DIVISION OF CORPORATION

00 SEP 18 PM 12:10

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DIVISION OF CORPORATIONS

00 SEP 18 PH 2:05

ARTICLES OF INCORPORATION

OF

AQUATUNITY MARINE & PUMPS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be AquaTunity Marine & Pumps, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 2008 Canton Avenue, Alva, Florida 33920.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with marine and pumps, and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

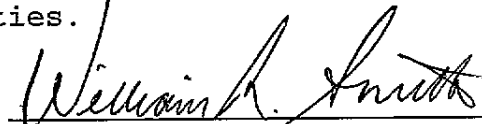
WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have one (1) Director, whose name and street address is as follows:

Phyllis J. Hahn
2008 Canton Avenue
Alva, Florida 33920

THE UNDERSIGNED has executed these Articles of Incorporation this 15 day of September, 2000. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent