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ROBINSON ACCOUNTING SERVICE

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Member: National Society of Accounts

Michael Robinson
Enrollment To Practice
Before The
Internal Revenue Service

W. Ralph Robinson
Enrollment to Practice
Before The
Internal Revenue Service

FILED
00 DEC 26 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 22, 2000

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Bay Water Systems, Inc.

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the referenced corporation. If these documents are satisfactory we would appreciate your filing the originals and returning a certified copy of the Articles to us. A check in the amount of \$78.75 is enclosed.

If you should have any questions or require any further information, please let us know.

Sincerely,

Michael Robinson
Michael Robinson

MR/leb
Enclosures

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ARTICLES OF INCORPORATION

OF

BAY WATER SYSTEMS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers as to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The purposes for which the Corporation is organized are:

- (a) To engage in all lawful business activities.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors or Shareholders shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of the Corporation and its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors or Shareholders of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is one hundred dollars (\$200.00).

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on December 15, 2000 or the first available date allowed by Florida law.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is 7208 Ranier Street, Panama City, Florida 3204.

ARTICLE VII - DIRECTORS

The corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII - 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 at the price at which it is offered to others. Any sale of stock by any shareholder must be first offered to the other shareholders of the corporation.

ARTICLE IX - SPECIAL PROVISIONS

This corporation is initially intended to qualify under the requirement of the Internal Revenue Code as a Small Business Corporation. Such actions as are necessary may be taken by the appropriate officers and stockholders to effect such qualification.

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each is to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Phillip L. Hubbard	14101 Enfinger Lane Youngstown, FL 32466	100	100.00
James S. Ruddick, Jr.	7208 Ranier Street Panama City, FL 32404	100	100.00

ARTICLE XI - BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by any shareholder.

ARTICLE XIII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida,
this 21ST day of DECEMBER, 2000.

 (SEAL)
Incorporator

JAMES S. RUDDICK, JR.
Printed Name of Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared JAMES S. RUDDICK, JR. who executed the
foregoing Articles of Incorporation and acknowledged before me that the same were
executed for the purposes and intents therein expressed.

WITNESS MY hand and official seal in the county and state named above
this 21ST day of DECEMBER, 2000.



Michael Robinson
MY COMMISSION # CC935193 EXPIRES
May 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

MICHAEL ROBINSON
Printed Name of Notary
My Commission Expires: 5/19/2004

Personally known or produced identification ✓
Type of Identification produced FL DL R320-457-68-333-0

FILED
00 DEC 26 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First—That BAY WATER SYSTEMS, INC. desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of
Youngstown, County of Bay, State of Florida, has named James S. Ruddick, Jr., located at
7208 Ranier Street, City of *Panama City*, County of Bay, State of Florida as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.



(Registered Agent)

JAMES S. RUDDICK, JR.
Printed Name of Registered Agent