

PO10000006290



ACCOUNT NO. : 072100000032

REFERENCE : 967458 4312115

AUTHORIZATION :

COST LIMIT :

\$ 78.75

Patricia Pruitt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 PM 2:29

ORDER DATE : January 17, 2001

ORDER TIME : 11:15 AM

ORDER NO. : 967458-005

CUSTOMER NO: 4312115

CUSTOMER: Benjamin G. Morris, Esq
Allen Dell Frank & Trinkle

100003552151--6

Barnett Building, P.o.box 2111
101 East Kennedy Blvd.
Tampa, FL 33602

DOMESTIC FILING

NAME: ASHBERRY WATER CONDITIONING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
01 JAN 17 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JR
1/17/01

EFFECTIVE DATE

01/22/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 17 PM 2: 29

ARTICLES OF INCORPORATION
OF

ASHBERRY WATER CONDITIONING, INC.

The undersigned, acting as Incorporator of ASHBERRY WATER CONDITIONING, INC.,
under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME:

The name of the Corporation is:

ASHBERRY WATER CONDITIONING, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE:

This Corporation shall have perpetual existence, commencing on January 22, 2001.

ARTICLE III. PURPOSE:

The general purpose or purposes for which the Corporation is organized are as follows:

- (a) to engage in the water conditioning business and all related businesses; and
- (b) to transact any and all other lawful business for which a business may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the Corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office and the principal office of the Corporation is 101 E. Kennedy Blvd., Suite 1240, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is BENJAMIN G. MORRIS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS:

The Corporation shall have two initial directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The names and addresses of the two initial directors are:

CYNTHIA A. WHITLOCK	724 Lexington Ave. Jonesboro, GA 30236
VERNON G. ASHBERRY	P. O. Box 448, Matthews, VA 23109

ARTICLE VII. INCORPORATOR:

The name and address of the incorporator is:

BENJAMIN G. MORRIS
101 E. Kennedy Blvd., Suite 1240
Tampa, Florida 33602

ARTICLE VIII. PREEMPTIVE RIGHTS:

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed by or any amendment thereof

or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

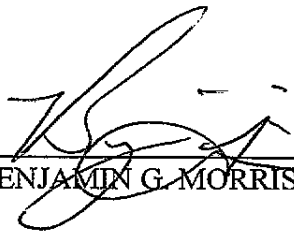
ARTICLE IX. BYLAWS:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X. AMENDMENTS:

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of Jan., 2001.

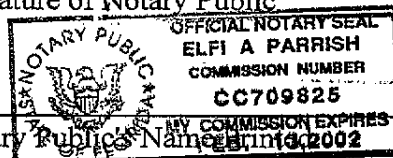

BENJAMIN G. MORRIS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of January, 2001, by
BENJAMIN G. MORRIS, who is personally known to me or who has produced _____
_ as identification.

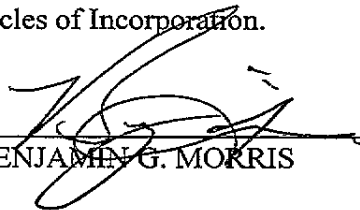

Signature of Notary Public



Notary Public's Name _____
State of Florida at Large
My Commission Expires:

ACCEPTANCE

I hereby accept to act as initial Registered Agent for ASHBERRY WATER
CONDITIONING, INC., as stated in these Articles of Incorporation.


BENJAMIN G. MORRIS (SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 17 PM 2:29