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March 27, 2001

FILED
01 APR - 4 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Water Works, ^{OF SOUTH FLORIDA, INC.}
~~Incorporated~~

Dear Secretary of State:

Enclosed please two checks, one in the amount of \$70.00 to cover the filing fee,
designation of registered agent and one in the amount of \$8.75 for the cost of a certified copy of
the articles of incorporation. Please process the enclosed articles of incorporation. In the event
there are any questions, please contact me.

Very truly yours,


Carl J. Spagnuolo

Enclosure

K:\WPDOCS\CARL\waterworks.wpd

300003958573--9
-04/04/01--01043--008
*****70.00 *****70.00

EFFECTIVE DATE
04/15/01

300003958573--9
-04/04/01--01043--003
*****8.75 *****8.75

PH 4/10/01 ✓

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Water Works of South Florida, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

EFFECTIVE DATE

The Water Works of South Florida, Inc.

04/15/01

ARTICLE II

The existence of the corporation shall begin on April 15, 2001.

ARTICLE III

The street address of the principal office of the Corporation is
14813 Enclave Preserve Circle, Suite T-3
Delray Beach, FL 33484

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is **14813 Enclave Preserve Circle, Suite T-3, Delray Beach, FL 33484**. The initial registered agent for the Corporation at that address is Anthony Beavers.

ARTICLE VI

The initial board of directors shall consist of TWO (2) members. The names and address of the persons who will serve on the initial board of directors are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Anthony Beavers

Address
14813 Enclave Preserve Circle,
Suite T-3, Delray Beach, FL
33484

Seth Ruback

14813 Enclave Preserve Circle,
Suite T-3, Delray Beach, FL
33484

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name
Anthony Beavers

Address
14813 Enclave Preserve Circle,
Suite T-3, Delray Beach, FL
33484

Seth Ruback

14813 Enclave Preserve Circle,
Suite T-3, Delray Beach, FL
33484

ARTICLE VIII

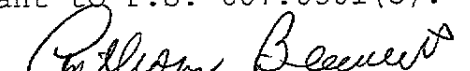
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27 day of March, 2001.


Name: Anthony Beavers

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Water Works of South Florida, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Anthony Beavers

Date: March 27, 2001