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A & A BUSINESS CONSULTANTS

A & A BUSINESS CONSULTANTS
7139 THIRD AVENUE, S.
ST. PETERSBURG, FL. 33707

May 24, 2001

Corporate Records Bureau
Division of Corporations
Florida Department of Revenue
P.O. Box 6327
Tallahassee, FL. 32314

400004326404--9
-05/29/01--01153--017
*****87.50 *****87.50

Re: AquaDym Technologies - Florida, Inc.

Gentlemen:

Enclosed please find the following:

1. original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. check number 519 in the amount of \$87.50 representing the necessary fees and certified copy of certificate.

Thank you for your anticipated courtesy and cooperation

Very truly yours,

A & A Business Consultants

By:


Peter A. Alexander

la:pa
Encl.

2544
W01-12787

FILED
2001 JUN 15 PM 6:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ef 6/13/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUN 15 PM 6:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 6, 2001

A&A BUSINESS CONSULTANTS
7139 THIRD AVENUE S.
ST. PETERSBURG, FL 33707

SUBJECT: AQUADYN TECHNOLOGIES - FLORIDA, INC.
Ref. Number: W01000012787

We have received your document for AQUADYN TECHNOLOGIES - FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 501A00034385

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2001 JUN 15 PM 6:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the subscribers form a corporation under Florida Law.

1. **NAME.** The name of the corporation is: AquaDyn – Florida, Inc.

PRINCIPAL ADDRESS. 11681 Seminole Blvd.
Seminole, FL. 33778
2. **NATURE OF BUSINESS.** The corporation may engage in any activity or business permitted under the laws of the United States or this State or both.
4. **CAPITAL STOCK.** The corporation is authorized to issue 1000 shares of common stock. The Board of Directors may dispose of the authorized but unissued stock from time to time.
5. **INITIAL CAPITAL.** The corporation will begin business with capital of \$500.00
6. **TERM.** The corporation shall exist perpetually.
7. **REGISTERED OFFICE ADDRESS.** The registered address of the corporation in Florida is 11681 Seminole Blvd., Seminole, FL. 33778. It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent at this address is KRISTEN WEAVER
8. **DIRECTOR.** The corporation shall have two (2) directors initially. The number may change from time to time by the stockholders.
9. **INITIAL DIRECTOR.** The name and street address of each member of the first Board of Director is:
KRISTEN WEAVER
11681 Seminole Blvd
Seminole, FL. 33778

Each director shall hold office until the first annual meeting of stockholders.

10. **OFFICERS.** The names of the initial officers of the corporation are:

KRISTEN WEAVER President
KRISTEN WEAVER Secretary/Treasurer

11. **SUBSCRIBER.** The name and street address of each subscriber to these Articles of Incorporation is:

KRISTEN WEAVER
11681 Seminole Blvd.
Seminole, Fl. 33778

12. **ORGANIZATION.** The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.
13. **BYLAWS.** After adoption of the initial bylaws under the preceding article, bylaws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders' approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.
14. **REGISTERED RESIDENT AGENT.** The corporation designates Kristen Weaver, as its agent to accept service of process within this State.
15. **STOCK RESTRICTIONS.** By agreement, the stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of the purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.
16. **CONFLICT OF INTEREST.** No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation, from or from an association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or violable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board of Directors or committee.

DATED this 24th Day of May 2001

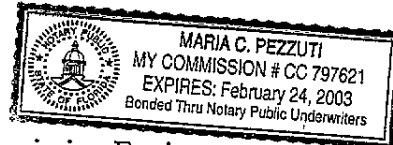

KRISTEN WEAVER
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of May, 2001, by Kristen Weaver, as President of AquaDyn, Inc. - Florida, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me (or has produced as identification).

Notary Public

Maria C. Pezzuti



Printed Name State of Florida at Large (Seal) My Commission Expires:

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

Kristen M. Weaver
KRISTEN WEAVER

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2001 JUN 15 PM 6:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA