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GULF COAST WATER WORKS, INC.
181 17TH STREET, N.W.
NAPLES, FLORIDA 34120

FILED
01 JUL -2 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 2001

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

RE: GULF COAST WATER WORKS, INC.

Dear Sir or Madam:

I enclose two original Articles of Incorporation for the above referenced corporation together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I enclose a check in the amount of \$87.50 for expenses as follows:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Certificate of Status	8.75

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*****87.50 *****87.50

If everything meets with your approval, please return the certified copy to this office at the above address. Thank you.

Sincerely,



John P. Rossbach, President

Enclosures.

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ARTICLES OF INCORPORATION

OF

GULF COAST WATER WORKS, 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 the corporation shall be: GULF COAST WATER WORKS, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

Principal Office

181 17th Street, N.W.
Naples, Florida 34120

Mailing Address

181 17th Street, N.W.
Naples, Florida 34120

ARTICLE III CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock, no par value per share. The stock of the corporation qualifies under IRC Section 1244 Stock.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 181 17th Street, N.W., Naples, Florida 34120 and the initial registered agent of this Corporation at such office shall be John P. Rossbach, who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by vote of the stockholders,

but in no case shall the number of Directors be less than one (1) nor more than three (3).
The name and address of the Directors constituting the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
John P. Rossbach	181 17 th Street, N.W. Naples, Florida 34120

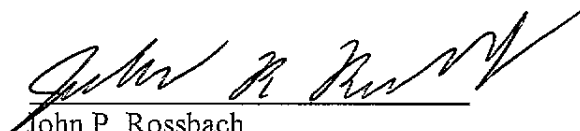
ARTICLE VI INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation is:

John P. Rossbach
181 17th Street, N.W.
Naples, Florida 34120

ARTICLE VII AMENDMENTS

The power to adopt, alter, amend or repeal these Articles of Incorporation of the Corporation shall be vested in the Board of Directors by a majority vote.



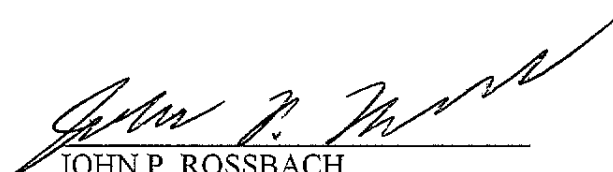
John P. Rossbach
Incorporator

CERTIFICATE OF DESIGNATION

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is: GULF COAST WATER WORKS, INC.
2. The name and address of the registered agent and office are:

JOHN P. ROSSBACH
181 17TH STREET, N.W.
NAPLES, FLORIDA 34120



JOHN P. ROSSBACH
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JOHN P. ROSSBACH
REGISTERED AGENT

Date: 6/29/01

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