

P010000090002

JOSEPH L. SCHNEIDER, P.A.  
ATTORNEY AT LAW

ALSO MEMBER NEW YORK BAR

1720 HARRISON STREET  
SUITE 1820  
HOLLYWOOD, FLORIDA 33020

(954) 925-6166  
Telefax: (954) 925-4518  
E-Mail: j\_schneider@msn.com

September 5, 2001

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

600004578046--1  
-09/10/01-01084-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

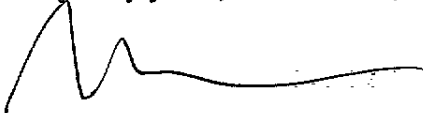
Re: Water-Out of America, Inc.

Dear Sir/Madam:

Enclosed herewith, please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my check in the amount of \$70.00 representing the filing fee. I have also included a self-addressed, stamped return-envelope

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



JOSEPH L. SCHNEIDER

JLS/dro  
Enclosures

FILED  
01 SEP 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

David Otto GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article III AA name  
DATE 9-13-01  
DOC. EXAM CB

G. BLALOCK SEP 13 2001

**ARTICLES OF INCORPORATION  
OF  
WATER-OUT OF AMERICA, INC.**

**FILED**  
01 SEP 10 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is WATER-OUT OF AMERICA, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office this corporation is 1720 Harrison Street, Suite 1820, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is James R. Hogge

**ARTICLE VII - CORPORATE OFFICE**

The initial corporate office is located at 1720 Harrison Street, Suite 1820, Hollywood, Florida 33020, and such other addresses as may be subsequently decided by the Board of Directors.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) Director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial Directors are:

James R. Hogge  
1720 Harrison Street, Suite 1820  
Hollywood, Florida 33020

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

James R. Hogge  
1720 Harrison Street, Suite 1820  
Hollywood, Florida 33020

**ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

James R. Hogge	100%
----------------	------

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered

and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special Meetings of Shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

#### **ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting are entitled to vote on the subject matter shall be the act of the shareholder.

#### **ARTICLE XIV - MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Board of Directors of this corporation.

#### **ARTICLE XV - COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XVI - NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term.

#### **ARTICLE XVII - DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of

Directors.

**ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XX - DIVIDENDS**

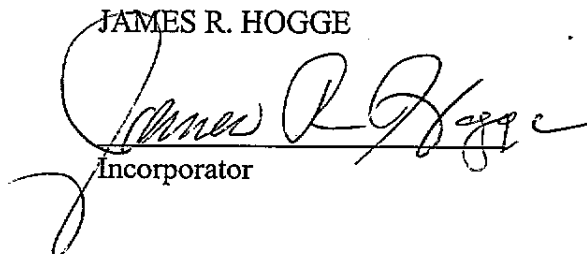
Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE XXI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of September, 2001.

JAMES R. HOGGE

A handwritten signature in cursive script, appearing to read "James R. Hogge", is written over a horizontal line. Below the line, the word "Incorporator" is printed.

Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Sept. 4, 2001.

JAMES R. HOGGE

  
Registered Agent

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 4th day of September, 2001, by JAMES R. HOGGE, who is personally known to me, or who produced \_\_\_\_\_ as identification, and who did take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA

