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GILBERT C. BETZ, P.A.

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MIAMI, FLORIDA 33145

GILBERT C. BETZ

ALSO MEMBER OF DC BAR

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January 30, 2002

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-02/04/02-01051-015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB -4 AM 10:51

**RE: Articles of Incorporation for MSF Group, Inc.**

Dear Sir or Madam:

**EFFECTIVE DATE**

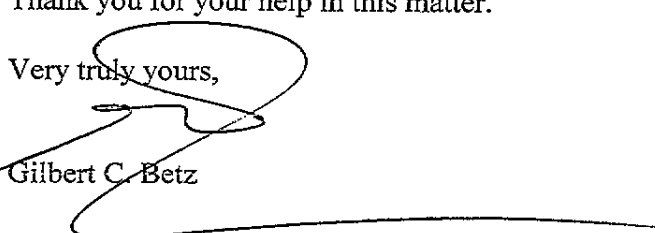
1-30-02

Enclosed please find Articles of Incorporation for the above referenced corporation along with our firm check in the amount of \$78.75 representing the filing fee and certified copy fee for the corporation. Please return a certified copy of the Articles to our offices.

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank you for your help in this matter.

Very truly yours,

  
Gilbert C. Betz

GCB/je  
Enclosures

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**ARTICLES OF INCORPORATION**  
of  
**MSF Group, INC.**

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 FEB -11 AM 10:51

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I  
Corporate Name

EFFECTIVE DATE  
1-30-02

The name of this corporation is MSF Group, Inc. (which is hereinafter called the "Corporation").

ARTICLE II  
Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

ARTICLE III  
Purpose

The general nature of the business to be transacted by the Corporation and the objects and purposes of this Corporation shall be to offer for sale to clients, both domestic and foreign, modular water and wastewater treatment systems and other water and wastewater utilities equipment and accessories; and, generally, engage in the business of purchasing, selling, and distributing, at wholesale or retail, water and wastewater treatment systems, equipment, fixtures and supplies. In developing and assembling such modular systems the Corporation shall have the power to contract for engineering services, installation services, etc., in furtherance of the sale of such modular systems. In furtherance of the objects and purposes of this Corporation, the Corporation shall also be able to own real or personal property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the objects and purposes of the Corporation. Further, the Corporation shall be able to invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

In addition to the aforementioned, in furtherance of the purposes and objects of the Corporation, the Corporation shall do and perform any other acts or things, and exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by law, and generally do and perform any and all things necessary or incidental to the performing of such acts and things. The Corporation shall further have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV  
Stated Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Common Stock, having a par value of one dollar (\$1.00) per share.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V  
Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The Corporation shall have one (3) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation.

The name and street address of the initial director(s), who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

<u>Name</u>	<u>Address</u>
Arsenio Milian	2025 SW 32 <sup>nd</sup> Avenue, Suite 110 Miami, FL 33145
Deborah D. Swain	2025 SW 32 <sup>nd</sup> Ave, Suite 110 Miami, FL 33145
Charles E. Fancher, Jr.	2844 Chucunantah Rd, Suite F Miami, FL 33133

ARTICLE VI  
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII  
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII  
Incorporators

The name and address of the person(s) signing these Articles of Incorporation as the Incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Deborah D. Swain	2025 SW 32 <sup>nd</sup> Ave., Suite 110 Miami, FL 33157

ARTICLE IX  
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction in this Corporation with person or firm or corporation shall be affected by the fact that any director or officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

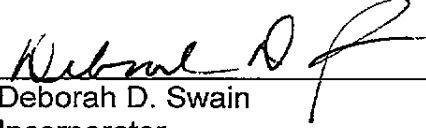
ARTICLE X  
Initial/Principal Office and Registered Agent

The street address of the initial and principal office of the Corporation is 2025 SW 32<sup>nd</sup> Avenue, Suite 110, Miami, FL 33145. The mailing address of the initial and principal office is 2025 SW 32<sup>nd</sup> Avenue, Suite 110, Miami, FL 33145. The name of the initial registered agent of the Corporation is Arsenio Milian whose address is as follows:


2025 SW 32<sup>nd</sup> Avenue, Suite 110  
Miami, Florida 33145.

The Board of Directors from time to time may designate a different registered agent or move the registered office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), hereby execute these Articles of Incorporation, this 30<sup>th</sup> day of January, 2002.

  
Deborah D. Swain  
Incorporator

STATE OF FLORIDA       )  
                                      ) SS.  
COUNTY OF MIAMI-DADE )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Deborah D. Swain, known to me or who provided \_\_\_\_\_, as identification and who executed the foregoing Articles of Incorporation of MSF Group, Inc., and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. 

Witness my hand and official seal this 30<sup>th</sup> day of January 2002, at Miami, Miami-Dade County, Florida.

My Commission Expires:

Gilbert C. Betz  
MY COMMISSION # CC061515 EXPIRES  
August 9, 2003  
BONDED THRU TROY FAIR INSURANCE INC.



BY: 

Name:

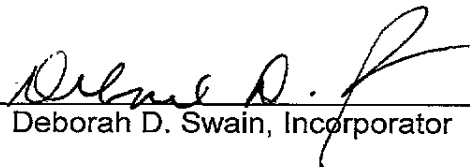
Notary Public, State of Florida at Large

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 and the address of the Corporation is:  
MSF Group, Inc.  
2025 SW 32<sup>nd</sup> Avenue, Suite 110  
Miami, FL 33145.
2. The name and address of the registered agent and his office is:  
Arsenio Milian  
2025 SW 32<sup>nd</sup> Avenue, Suite 110  
Miami, FL 33145.

Dated: 1/30/02

  
Deborah D. Swain, Incorporator

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB -4 AM 10:51

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, GLASS WALL, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
Arsenio Milian, Registered Agent of  
MSF Group, Inc.

Dated: 1/30/02