

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32329

800006482068--3
-07/18/02--01033--007
*****78.75 *****78.75

Subject: AquaClear Plus Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$78.75 for filing fee and Certificate.

FROM:

Floyd E. Calhoun
P.O. Box 15122
Jacksonville, FL 32239

02 JUL 18 PM 1:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7 SMITH JUL 18 2002

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ARTICLES OF INCORPORATION

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:

AquaClear Plus Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 15122

Jacksonville, FL 32239

ARTICLE III

The initial officers of the corporation are :

- (1) Brinda Brodie-Calhoun, President and,
- (2) Floyd E. Calhoun, Secretary/ Treasurer.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

600(six hundred)

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

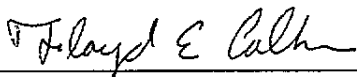
The name and Florida street address of the initial registered agent are:

Brinda Brodie-Calhoun, 7034 Camelot Road, Jacksonville, FL 32211.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Floyd E. Calhoun, P.O. Box 15122, Jacksonville, FL 32239.



Signature/Incorporator

7-16-02

Date

02 JUL 18 PM 1:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

Bruce Brodie Carlson
Signature/Registered Agent

7-16-02
Date

02 JUL 18 PM 1:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS