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SECRETARY OF STATE
TALLAHASSEE, FL 32304

12-18-02
[Signature]

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JOSEPH A. SIMPSON
ROBERT P. HENDERSON
STEVEN CARTA*
MICHAEL D. RANDOLPH

December 12, 2002

*BOARD CERTIFIED-REAL ESTATE

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

RE: ANLIN WATER, INC.

To Whom It May Concern:

Enclosed please find original and copy of Articles of Incorporation for filing, along with our check in the amount of \$78.75 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help, I remain

Very truly yours,



Robert P. Henderson

/sb
Enclosures

ARTICLES OF INCORPORATION

OF

ANLIN WATER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be ANLIN WATER, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to engage in the water conditioning business, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of 1,000 shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all stockholders of this corporation:

(A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(B) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder

within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The initial principal office of the corporation will be located at 11391 Heidi Lee Lane, Fort Myers, Florida 33908.

ARTICLE VII

The street address of the initial registered office of this corporation is 11391 Heidi Lee Lane, Fort Myers, Florida 33908, and the name of the initial Registered Agent of this corporation shall be ANDREW J. SIMMONS.

ARTICLE VIII

This corporation shall have two (2) directors. 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 names and addresses of the directors of this corporation are:

ANDREW J. SIMMONS
11391 Heidi Lee Lane
Fort Myers, FL 33908

THOMAS M. SIMMONS
11391 Heidi Lee Lane
Fort Myers, FL 33908

ARTICLE IX

The names and addresses of the persons signing these Articles of Incorporation are:

ANDREW J. SIMMONS
11391 Heidi Lee Lane
Fort Myers, FL 33908

THOMAS M. SIMMONS
11391 Heidi Lee Lane
Fort Myers, FL 33908

ARTICLE X

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

ARTICLE XI

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

ARTICLE XII

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation at Fort Myers, Florida, this 12th day of December, 2002.

Juan Brownie
Robert P. Henderson

Juan Brownie
Robert P. Henderson

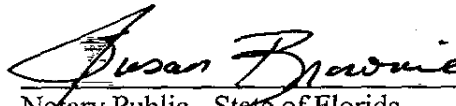
Andrew J. Simmons
ANDREW J. SIMMONS

Thomas M. Simmons
THOMAS M. SIMMONS

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared ANDREW J. SIMMONS, who produced his FL driver's license, as identification/or who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 12th day of December, 2002.



Notary Public - State of Florida
My Commission Expires:

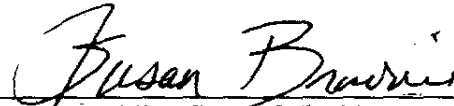


Susan Brownie
Commission # DD068547
Expires Dec. 2, 2005
Bonded Through
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared THOMAS M. SIMMONS, who produced his FL driver's license, as identification/or who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 12th day of December, 2002.



Notary Public - State of Florida
My Commission Expires:



Susan Brownie
Commission # DD068547
Expires Dec. 2, 2005
Bonded Through
Atlantic Bonding Co., Inc.

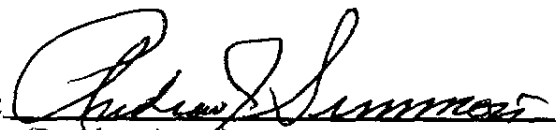
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST -- THAT ANLIN WATER, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IS AT 11391 Heidi Lee Lane, Fort Myers, Florida 33908, HAS NAMED **ANDREW J. SIMMONS**, LOCATED AT 11391 Heidi Lee Lane, Fort Myers, Florida 33908, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


(Corporate Officer)

DATED: December 12, 2002

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
(Resident Agent)

DATED: --December 12, 2002 ..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA