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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**WASTEWATER CONVERSION TECHNOLOGIES INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
WASTEWATER CONVERSION TECHNOLOGIES INC.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of this corporation is WASTEWATER CONVERSION TECHNOLOGIES, INC.

ARTICLE II

Nature of Business

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

The authorized capital of this corporation shall be Ten Million (10,000,000) shares of common stock with a par value of \$0.001 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Address

The initial street address of the principal office of this corporation is:

6821 Southpoint Drive, N. Suite 228  
Jacksonville, FL 32216

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

ARTICLE VI

Directors

This corporation shall have five (5) director initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

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ARTICLE VII  
Initial Director

The name and street address of the member of the first Board of Directors is:

Dr. J. G. Cargill, III	6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida 32216
Paul Theodore McGowan	6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida 32216
J. Keith M. Sands	6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida 32216
G. H. Trane	6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida 32216
Edward Waters, Jr.	6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida 32216

VII  
Incorporator

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

J. Keith M. Sands  
6821 Southpoint Drive, N., Suite 228  
Jacksonville, Florida 32216

ARTICLE VIII  
Section 1244 Stock

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE IX  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

6821 Southpoint Drive, N., Suite 228  
Jacksonville, Florida 32216

The name of the registered agent of this corporation located at the address above is:

J. Keith M. Sands

ARTICLE X  
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and

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approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI**  
**Effective Date**

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida.

**ARTICLE XII**  
**Acceptance of Appointment as Registered Agent**

Pursuant to Section 607.0501(3) Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations as the initial registered agent of this corporation.

  
J. KEITH M. SANDS

The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

  
J. KEITH M. SANDS

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OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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