

P03000072833

(Requestor's Name)

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(City/State/Zip/Phone #)

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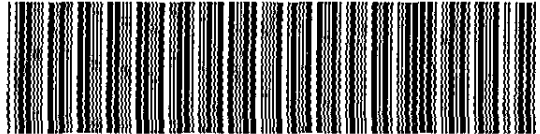
(Business Entity Name)

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DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

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2003 AUG - 1 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Ouellette AUG 01 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 188145 7296149

AUTHORIZATION

*Patricia Pijute*

COST LIMIT : \$ 113.75

-----  
ORDER DATE : July 30, 2003

ORDER TIME : 8:12 AM

ORDER NO. : 188145-005

CUSTOMER NO: 7296149

CUSTOMER: J. Keith M. Sands, Esq  
J. Keith M. Sands, P.a.  
Suite 228  
6821 Southpoint Drive, N  
Jacksonville, FL 32216  
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ARTICLES OF MERGER

WASTEWATER TREATMENT SYSTEM,  
INC. & WASTEWATER CONVERSION  
TECHNOLOGIES, INC.

INTO

WASTEWATER CONVERSION  
TECHNOLOGIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 1, 2003

CSC  
ATTN: DARLENE  
TALLAHASSEE, FL

SUBJECT: ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.  
Ref. Number: P99000054808

We have received your document for ADVANCED WASTEWATER TREATMENT SYSTEMS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: 78.75

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 303A00044433

\* Also need to debit \$35 more - you have 3 corporations -

NEW debit sheet attached with correct fee.  
Please throw the other one away.

Thanks -

RECEIVED  
03 AUG - 1 PM 4:50  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.  
A Florida Corporation  
AND  
WASTEWATER CONVERSION TECHNOLOGIES, INC.,  
A Delaware Corporation  
INTO  
WASTEWATER CONVERSION TECHNOLOGIES, INC.,  
A Florida Corporation**

FILED  
2003 AUG - 1 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.; a Florida corporation ("AWTS"), WASTEWATER CONVERSION TECHNOLOGIES, INC., a Delaware corporation ("WCT-DL"), and WASTEWATER CONVERSION TECHNOLOGIES, INC., a Florida corporation ("WCT-FL").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), AWTS, WCT-DL and WCT-FL adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated July 27, 2003 ("Plan of Merger"), between AWTS, WCT-DL, and WCT-FL was approved and adopted by the shareholders of AWTS effective July 27, 2003, by a sufficient vote to approve the Plan of Merger pursuant to its Certificate of Incorporation and Bylaws; was adopted by the shareholders of WCT-DL effective July 27, 2003, by a sufficient vote to approve the Plan of Merger pursuant to its Certificate of Incorporation and Bylaws; and was adopted by the shareholders of WCT-FL effective July 27, 2003 by a sufficient vote to approve the Plan of Merger pursuant to its Certificate of Incorporation and Bylaws.

2. Under the Plan of Merger, all issued and outstanding shares of AWTS and WCT-DL stock will be acquired by means of a merger of AWTS and WCT-DL into WCT-FL with WCT-FL being the surviving corporation ("Merger").

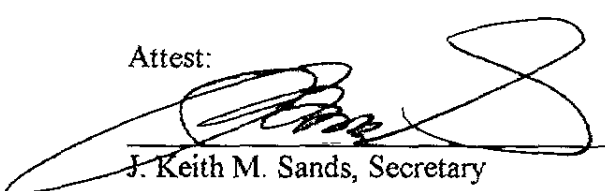
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on July 29, 2003.

**ADVANCED WASTEWATER  
TREATMENT SYSTEMS, INC.**

Attest:

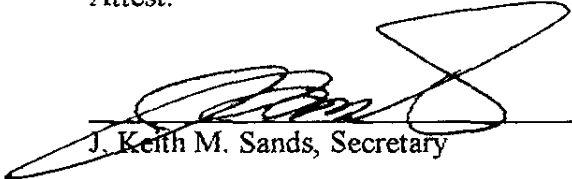
  
J. Keith M. Sands, Secretary

by: 

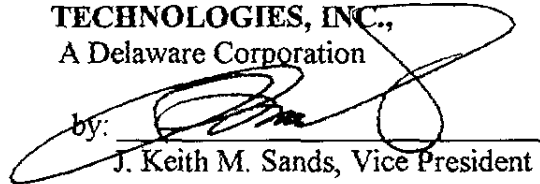
J. Keith M. Sands, Vice President

**WASTEWATER CONVERSION  
TECHNOLOGIES, INC.,**  
A Delaware Corporation

Attest:

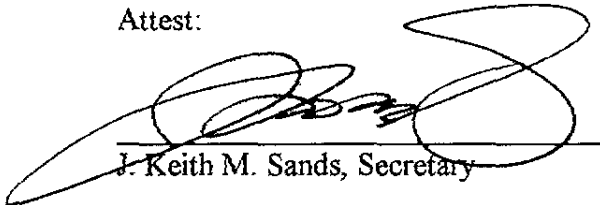
  
J. Keith M. Sands, Secretary

by:

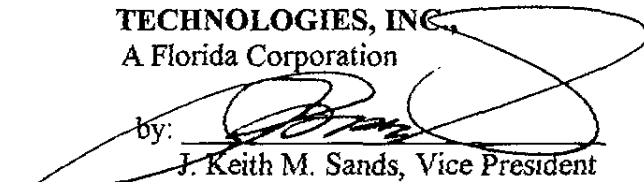
  
J. Keith M. Sands, Vice President

**WASTEWATER CONVERSION  
TECHNOLOGIES, INC.,**  
A Florida Corporation

Attest:

  
J. Keith M. Sands, Secretary

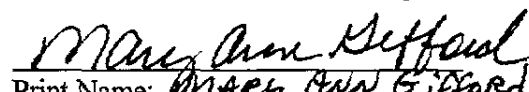
by:

  
J. Keith M. Sands, Vice President

STATE OF FLORIDA  
COUNTY OF DUVAL

Sworn to and subscribed to before me on July 29, 2003, by  
J. Keith M. SANDS, who is personally known to me ✓ or who produced  
\_\_\_\_\_ as identification.



  
Print Name: MARY ANN GIFFORD  
Notary Public State of Florida  
My Commission Expires:

**EXHIBIT "A"**

**AGREEMENT & PLAN OF MERGER**

AGREEMENT & PLAN OF MERGER, dated as of July 27, 2003, between **WASTEWATER CONVERSION TECHNOLOGIES, INC.**, a Florida corporation, hereinafter sometimes called "New WCT", **WASTEWATER CONVERSION TECHNOLOGIES, INC.**, a Delaware corporation, hereinafter sometimes called "Old WCT", and **ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.**, a Florida corporation, hereinafter sometimes called "AWTS."

New WCT is a corporation organized and existing under the laws of the State of Florida, having been incorporated in 2003. The authorized capital stock of New WCT consists of Ten Million (10,000,000) shares of Common Stock of the par value of \$ 0.001 each, hereinafter called the "New WCT Stock."

Old WCT is a corporation organized and existing under the laws of the State of Delaware, having been incorporated in 2002. The authorized capital stock of Old WCT consists of Twenty-One Million (21,000,000) shares of Common and Preferred Capital Stock of the par value of \$0.001 each, hereinafter called the "Old WCT Stock".

AWTS is a corporation organized and existing under the laws of the State of Florida, having been incorporated in 1999. The authorized capital stock of New WCT consists of Twenty Million Five-Hundred Thousand (20,500,000) shares of Common and Preferred Stock of the par value of \$0.001 each, hereinafter called the "AWTS Stock."

The Boards of Directors of New WCT, Old WCT, and AWTS, respectively, deem it desirable and in the best interests of the corporations and their shareholders that provided New WCT shall have a Total Equity of not less than \$100,000, Old WCT and AWTS be merged into New WCT, and the corporations, respectively, desire that they so

merge under and pursuant to the laws of the States of Florida and Delaware.

Now, therefore, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

**1. Merger.**

As soon as all the following events shall have happened,

(a) This agreement shall have been adopted and approved by the votes of:

(i) a majority of the holders of the Common Stock of New WCT;

(ii) a majority of the holders of the Class A of Common Stock and Preferred Stock of Old WCT;

(iii) a majority of the holders of the Class A Common Stock of AWTS; and

(b) New WCT shall have a Total Equity of not less than \$100,000,

(c) That fact shall have been certified hereon by the respective Secretaries of each of such Corporations under their respective corporate seals;

(d) This agreement, so adopted and certified, shall have been signed, acknowledged, and filed, all as required by the laws of the States of Florida and Delaware; and

(e) The Articles of Merger, shall have been made, signed, sworn to, certified, endorsed, and filed all as required by the provisions of laws of the States of Florida and Delaware;

Thereupon Old WCT and AWTS shall be deemed to have merged with and into New WCT, which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger is New WCT, hereinafter sometimes called the "Surviving Corporation"; New WCT, Old WCT and AWTS are hereinafter sometimes called the "Constituent Corporations"; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as the "effective date of the merger."

**2. Name and Purposes of Surviving Corporation.**

The name of the Surviving Corporation shall be **Wastewater Conversion Technologies, Inc.** The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of **Wastewater Conversion Technologies, Inc.**, a Florida corporation, as amended, on the effective date of the merger, as set forth in Exhibit A which is attached hereto and made a part hereof with the same force and effect as if herein set forth in full.

**3. Articles of Incorporation of Surviving Corporation.**

On the effective date of the merger, the Articles of Incorporation of **Wastewater Conversion Technologies, Inc.**, a Florida corporation, as amended to date and as it will be amended by the Articles of Merger filed in the state of Florida, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

**4. Bylaws of Surviving Corporation.**

On the effective date of the merger, the Bylaws of **Wastewater Conversion Technologies, Inc.**, a Florida corporation, as heretofore amended, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted, in accordance with the provisions thereof.



**5. Directors and Officers of Surviving Corporation.**

The Board of Directors of the Surviving Corporation shall initially consist of six (6) directors, each of whom shall hold office until the annual meeting of the shareholders of the Surviving Corporation, and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

Name	Address
Alva C. Atkins	
J. G. Cargill, III, MD	
Paul Theodore McGowan	
J. Keith M. Sands	
G. H. Trane	
Edward Waters, Jr.	

The principal officers of the Surviving Corporation, prior to the merger shall each continue to hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal. The Surviving Corporation may have such other officers as shall be provided for in its Bylaws.

If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the Bylaws of the Surviving Corporation.

**6. Capital Stock of Surviving Corporation.**

On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized, the number of shares into which the capital stock

is to be divided, and the par value of the shares are as follows:

Ten Million (10,000,000) at a par value of \$0.001 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**7. Conversion of Outstanding Securities on Merger.**

The manner and basis of converting the outstanding shares of the Common and Preferred Stock of Old WCT and AWTS into stock of the Surviving Corporation upon the effective date of the merger shall be as follows:

(a) **Common Stock of New WCT.** Each of the shares of Common Stock of New WCT outstanding on the effective date of the merger shall continue to be one share of Common Stock of the Surviving Corporation.

(b) **Common & Preferred Stock of Old WCT.** Each One Hundred (100) shares of Common and Preferred Stock of Old WCT outstanding on the effective date of the merger shall be converted into One (1) share of Common Stock of the Surviving Corporation.

(c) **Common Stock of AWTS.** Each One Hundred (100) shares of Common Stock of AWTS outstanding on the effective date of the merger shall be converted into One (1) share of Common Stock of the Surviving Corporation.

**8. Additional Shares For Cash Invested.**

In addition to the shares of Common Stock received pursuant to the conversion of outstanding securities on merger as provided in paragraph 7 above, shareholders of Old

WCT and AWTS shall receive 115 shares of New WCT for every One Hundred Dollars invested in Old WCT and/or AWTS prior to 2002 and 105 shares of New WCT for every One Hundred Dollars invested in Old WCT or AWTS after 2001.

**9. Exchange of Certificates.**

(a) On and after the effective date of the merger, each holder of a certificate or certificates theretofore representing Stock of Old WCT or AWTS shall be entitled, upon the surrender of such certificate or certificates at the office of the Surviving Corporation, to receive in exchange therefore a certificate or certificates representing the number of full shares of Common Stock of the Surviving Corporation which the shares of Common and/or Preferred Stock of Old WCT and AWTS shall have been converted as provided in paragraphs 7 and 8 hereof.

(b) If a certificate for any share or shares of stock of the Surviving Corporation is to be issued in a name other than that in which the certificate for shares surrendered for exchange shall be registered, it shall be a condition of such exchange that the certificate so surrendered shall be properly endorsed for transfer.

**10. Prohibited Actions of Constituent Corporations and Subsidiaries.**

Between the date hereof and the effective date of the merger, neither New WCT, Old WCT, nor AWTS will, except with the prior written consent of the other: (a) issue or sell any stock, bonds, or other corporate securities; (b) incur any obligation or liability (absolute or contingent), except current liabilities incurred, and obligations under contracts entered into, in the ordinary course of business; (c) discharge or satisfy any lien or encumbrance or pay any obligation or liability (absolute or contingent) (d) make any dividend (e) mortgage, pledge, create a security interest in, or subject to lien or other

encumbrance any of its assets, tangible or intangible (f) sell or transfer any of its tangible assets or cancel any debts or claims except in each case in the ordinary course of business; (g) sell, assign, or transfer any trademark, trade name, patent, or other intangible asset; (h) waive any right of any substantial value; or (i) enter into any transaction other than in the ordinary course of business.

#### **11. Effect of Merger.**

On the effective date of the merger, New WCT, Old WCT and AWTS shall cease to exist separately and Old WCT and AWTS shall be merged with and into New WCT in accordance with the provisions of this agreement and in accordance with the provisions of and with the effect provided in the Florida Business Corporation Act and the Delaware General Corporation Law, as amended. As provided therein, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations

shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

**12. Further Instruments.**

From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, the former shareholders, directors and/or officers of Old WCT and AWTS will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this agreement.

**13. Principal Offices.**

The initial location of the principal office of the Surviving Corporation shall be 6821 Southpoint Drive, N., Suite 228, Jacksonville, Florida, 32216

**13. Abandonment of Merger.**

This agreement may be terminated and the merger provided for hereby abandoned: (1) by votes of the Boards of Directors of each the Constituent Corporations at any time prior to the effective date of the merger; (2) by vote of the Board of Directors of any of the Constituent Corporations at any time prior to the effective date of the

merger if (a) a material breach shall exist with respect to the written representations and warranties made by the other Constituent Corporation(s) in connection with the merger, or (b) the other Constituent Corporation(s), without prior written consent of such Constituent Corporation, shall take any action prohibited by this agreement. In the event of any such termination and abandonment, this agreement shall be void and have no effect, and there shall be no liability on the part of any of the Constituent Corporations or any director, officer, or shareholder of either of such Constituent Corporations in respect thereof.

**14. Right of Amendment.**

The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation, as from time to time amended, and any provision contained in this agreement, in the manner now or hereafter prescribed by law or by such Articles of Incorporation, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Incorporation, as from time to time amended, or herein, upon any shareholder, director, officer, or any other person are subject to this reservation

In witness whereof Wastewater Conversion Technologies, Inc., a Florida corporation, Wastewater Conversion Technologies, Inc., a Delaware corporation, and Advanced Wastewater Treatment Systems, Inc., a Florida corporation, have caused this agreement to be signed in their corporate names by their respective Presidents and their respective Secretaries under the seals of the corporations, and also by majorities of their respective Boards of Directors, all as of the day and year first above written.

WASTEWATER CONVERSION TECHNOLOGIES, INC.,  
a Florida corporation

by: \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary  
Corporate Seal

BOARD OF DIRECTORS OF  
WASTEWATER CONVERSION TECHNOLOGIES, INC.

\_\_\_\_\_  
Alva C. Atkins

\_\_\_\_\_  
J. G. Cargill, III, MD

\_\_\_\_\_  
Paul Theodore McGowan

\_\_\_\_\_  
J. Keith M. Sands

\_\_\_\_\_  
G. H. Trane

\_\_\_\_\_  
Edward Waters, Jr.

WASTEWATER CONVERSION TECHNOLOGIES, INC.  
a Delaware corporation,

by: \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

Corporate Seal

BOARD OF DIRECTORS OF  
WASTEWATER CONVERSION TECHNOLOGIES, INC.,

\_\_\_\_\_  
J. G. Cargill, III, MD

\_\_\_\_\_  
Paul Theodore McGowan

\_\_\_\_\_  
J. Keith M. Sands

\_\_\_\_\_  
G. H. Trane

\_\_\_\_\_  
Edward Waters, Jr.



ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.  
a Florida corporation,

by: \_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

Corporate Seal

BOARD OF DIRECTORS OF  
ADVANCED WASTEWATER TREATMENT SYSTEMS, INC.

\_\_\_\_\_  
Al Atkins

\_\_\_\_\_  
William Cooper

\_\_\_\_\_  
Paul Theodore McGowan

\_\_\_\_\_  
J. Keith M. Sands

\_\_\_\_\_  
G. H. Trane