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M. CHRIS EDWARDS, P.A.
ATTORNEYS AT LAW

1001 NORTH U.S. HIGHWAY ONE, SUITE 400
JUPITER, FLORIDA 33477
TELEPHONE: (561) 743-0480
FACSIMILE: (561) 743-0046

OF COUNSEL:
BLOCK & COLUCCI, P.C.
LAW OFFICES OF LAWRENCE W. DUFFY

August 26, 2004

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: MEP WATER RESOURCES, INC.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee and registered agent designation fee.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



M. Chris Edwards
W/enc.

**ARTICLES OF INCORPORATION
OF
MEP WATER RESOURCES, INC.**

ARTICLE I

Name

The name of the corporation shall be MEP WATER RESOURCES, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000,000 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V

By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders, however the Board of Directors may not amend or repeal any By-law adopted by the Shareholders if the Shareholders specifically provide such By-law is not subject to amendment or repeal by the Directors.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1001 N. US Highway One, Suite 400, Jupiter, FL 33477, and the name of the initial registered agent of this corporation at such office is M. Chris Edwards, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address and principal place of business of this corporation is 3874 Fiscal Court, Ste. 200, West Palm Beach, FL 33404.

ARTICLE VIII

Initial Board of Directors

This corporation shall have three Directors initially, who shall be Charles P. Gallopo, Charles E. Leffler and Jeffrey Warren. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws.

ARTICLE IX

Incorporator

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

Charles P. Gallopo
3874 Fiscal Court, Ste. 200
West Palm Beach, FL 33404

ARTICLE X

Amendment

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 shareholders is subject to this reservation.

ARTICLE XI

Indemnification

Provided the person to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act, as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 25 day of August, 2004.



Charles P. Gallo

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MEP WATER RESOURCES, INC. at the place designated in the articles of incorporation, M. Chris Edwards, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 25 day of August, 2004.



M. Chris Edwards

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CLERK OF THE
SECRETARY OF STATE
TALLAHASSEE
FLORIDA