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FLORIDA PROFTT CORPORATION OR P.A.

MISA WATER INTERNATIONAL INC.

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**ARTICLES OF INCORPORATION
OF
MISA WATER INTERNATIONAL INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is MISA WATER INTERNATIONAL INC. Its principal office address and business mailing address is 407 Lincoln Road, Suite 12F, Miami Beach, Florida 33139.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

Name**Address**

Michael J. Zwebner

407 Lincoln Road
Suite 12F
Miami Beach, Florida 33139**ARTICLE VII - INCORPORATOR**

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

Name**Address**

Dennis J. Olle, Esq.


525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Dated: June 6, 2005


Dennis J. Olle, Esq., Incorporator**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for MISA WATER INTERNATIONAL INC., at the place designated in the Articles of Incorporation, Dennis J. Olle, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: June 6, 2005


Dennis J. Olle, Esq.

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