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innovative water solutions, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INNOVATIVE WATER SOLUTIONS, INC.

I, the undersigned incorporator, a natural person competent to contract, desiring to form a corporation for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

INNOVATIVE WATER SOLUTIONS, INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and without limiting the generality of the foregoing:

- A. To engage in each and every aspect of the sale and distribution of personal property.
- B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description.
- C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, in the State of Florida and in all other states and countries.

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D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and otherwise evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other business.

F. To guarantee, invest, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent, partner, or otherwise, either along or in conjunction with others in or without the State of Florida.

ARTICLE III

DURATION

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is ten thousand (10,000)

shares; such shares shall have a par value of One (\$1.00) Dollar and shall be designated as "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.

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock.

ARTICLE V

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholder(s) may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VI

SHAREHOLDER STOCK PURCHASE RIGHTS

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII**INITIAL PRINCIPAL OFFICE ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is 367 Interstate Boulevard, Sarasota, Florida 34240.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as the Board of Directors may deem necessary for the best interests of the corporation.

ARTICLE VIII**INITIAL REGISTERED AGENT**

The initial registered agent of this corporation and his street address are as follows:

JAMES M. PAINTER
1300 North Federal Highway, Suite 110
Boca Raton, Florida 33432

ARTICLE IX**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

JAMES M. PAINTER
1300 North Federal Highway, Suite 110
Boca Raton, Florida 33432

ARTICLE X**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the

Board of Directors of this corporation, but shall never be less than one (1). The name and street address of the initial directors of the corporation are:

GEORGE C. ELLIOTT
367 Interstate Boulevard
Sarasota, Florida 34240

MICHAEL R. MILNER, JR.
367 Interstate Boulevard
Sarasota, Florida 34240

CHRISTOPHER J. SHANNAHAN
367 Interstate Boulevard
Sarasota, Florida 34240

The Board of Directors shall have the authority and the power to adopt By-Laws which shall govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the fullest extent permitted by law.

ARTICLE XII

SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation, or individual, shall, in the absence of fraud, be affected or invalidated by the fact that one or more of the Directors or Officers of this corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a Director of the corporation, is hereby relieved

from any liability that might otherwise exist from such contracting with the corporation, for the benefit of himself or any firm, association or corporation which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.


ARTICLE XIII

AMENDMENT

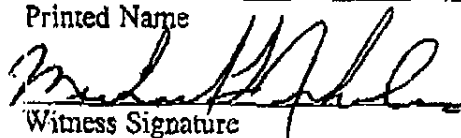
These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereat, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation on this 10th day of May, 2007.

WITNESSES:


Witness Signature
Sandra J. Stevens

Printed Name


Witness Signature

Michael L. Nikolas
Printed Name

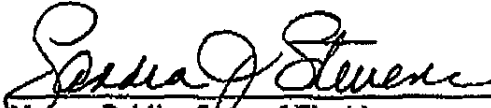
INCORPORATOR


JAMES M. PAINTER

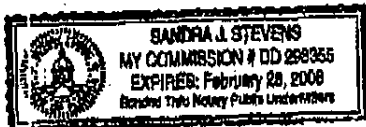
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

Before me, a Notary Public in and for the State and County aforesaid, personally came JAMES M. PAINTER, who, after providing proof of his identity using a valid Florida driver's license and therefore to me known to be the person named in the foregoing instrument, acknowledged to me that he executed the same for the purpose therein expressed.

WITNESS MY HAND and official seal in the County and State last aforesaid this 10TH day of May, 2007.


Notary Public, State of Florida
Print Name: Sandra J. Stevens

My commission expires:



DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT
AND ACCEPTANCE THEREOF

FILED
 07 MAY 11 PM 1:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

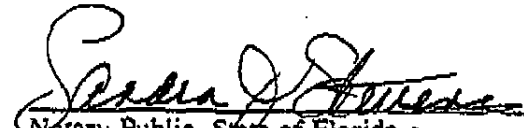
Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. INNOVATIVE WATER SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Sarasota, County of Sarasota, State of Florida, has named JAMES M. PAINTER, 1300 North Federal Highway, Suite 110, Boca Raton, Florida 33432 as its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.


 JAMES M. PAINTER

After providing proof as to his identity by using a valid driver's license, this instrument was SWORN TO AND SUBSCRIBED before me by JAMES M. PAINTER on this 10TH day of May, 2007.


 Notary Public, State of Florida
 Print Name Sandra J. Stevens

My commission expires:

Sandra J. Stevens



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