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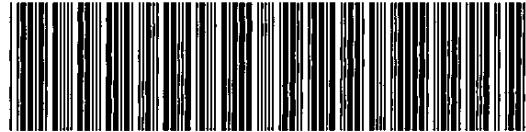
(Business Entity Name)

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07 OCT 19 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS
10/24/07

SYDNEY J. MONDA

260 S.E. MIZNER BOULEVARD, #605
BOCA RATON, FLORIDA 33432

October 17, 2007

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Groundwater Innovations, Inc.

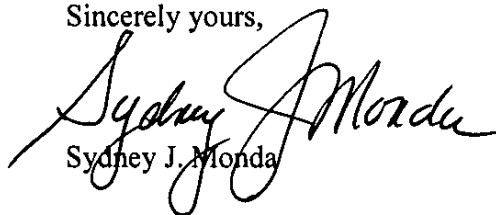
Dear Sir/Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the following:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Please return the certified copy to the undersigned at the address listed above. Should you have any questions, kindly call me at (561) 362-9595. Thank you in advance for your assistance and prompt attention to this matter.

Sincerely yours,


Sydney J. Monda

Enclosures

ARTICLES OF INCORPORATION
OF
GROUNDWATER INNOVATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Groundwater Innovations, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 932 Lincoln Road, Neptune Beach, Florida 32266.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one million (1000,000) shares of Common Stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Robert J. Burns
932 Lincoln Road
Neptune Beach, FL 32266

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Robert J. Burns
932 Lincoln Road,
Neptune Beach, FL 32266

ARTICLE VIII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Robert J. Burns, 932 Lincoln Road, Neptune Beach, Florida 32266.

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

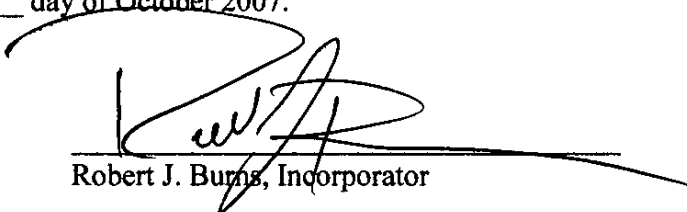
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 15 day of October 2007.


Robert J. Burns, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

GROUNDWATER INNOVATIONS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 932 Lincoln Road, Neptune Beach, Florida 32266 has named Robert J. Burns whose address is 932 Lincoln Road, Neptune Beach, Florida 32266 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


ROBERT J. BURNS

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TALLAHASSEE, FLORIDA