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From:  
 Account Name : MCFARLAND, GOULD, LYONS, SULLIVAN & HOGAN, A.  
 Account Number : I19990000015  
 Phone : (727) 461-1111  
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DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

H2O USA, INC.

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H08000210376 3

ARTICLES OF INCORPORATION  
OF  
H2O USA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is H2O USA, INC., and its principal office or mailing address is 572 John's Pass Avenue, Madeira Beach, Florida 33708.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares at \$1.00 par value.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 311 South Missouri Avenue, Clearwater, Florida 33756, and the name of the Registered Agent is GARY W. LYONS.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall

Prepared By:  
McFarland, Gould, Lyons,  
Sullivan & Hogan, P.A.  
Gary W. Lyons, Esq.  
FBN: 0268186  
311 S. Missouri Avenue  
Clearwater, FL 33756  
(727) 461-1111

H08000210376 3

H08000210376 3

never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PAMELA G. CONWAY	572 John's Pass Avenue Madeira Beach, Florida 33708

ARTICLE 7: INITIAL OFFICERS

President:	PAMELA G. CONWAY
Secretary:	PAMELA G. CONWAY
Treasurer:	PAMELA G. CONWAY

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
PAMELA G. CONWAY	572 John's Pass Avenue Madeira Beach, Florida 33708

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 10: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

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H08000210376 3

ARTICLE 11: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

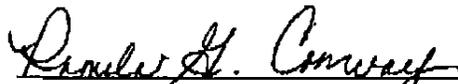
ARTICLE 12: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 13: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

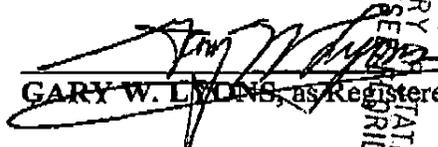
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 8<sup>th</sup> day of September, 2008.

  
PAMELA G. CONWAY, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 8<sup>th</sup> day of September, 2008.

  
GARY W. LYONS, as Registered Agent  
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