

P10000072264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

L07-29046

(Document Number)

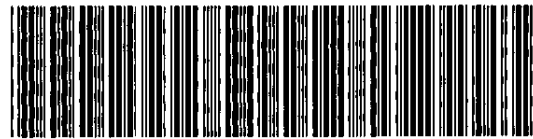
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

W1-36380

Office Use Only



400183090434

Cert of Conv.
from Ucto Inc.

07/30/10--01014--018 **105.00

P10-72264

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP -2 PM 12:55

FILED

N. CAUSSEAU

SEP - 2 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Water Optimizer LLC

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Nancy Barnes, Paralegal

Contact Person

Carey, O'Malley, Whitaker & Mueller, P.A.

Firm/Company

712 South Oregon Avenue

Address

Tampa, FL 33606-2516

City, State and Zip Code

nbarnes@cowmpa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nancy Barnes, Paralegal

Name of Contact Person

at (813)

250-0577

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2010

NANCY BARNES
712 SOUTH OREGON AVE.
TAMPA, FL 33606-2516

SUBJECT: WATER OPTIMIZER LLC
Ref. Number: W10000036380

We have received your document for WATER OPTIMIZER LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 310A00018695

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
10 SEP -2 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Water Optimizer LLC 207-29046

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 16, 2007
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Water Optimizer, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 26 day of July, 20 10.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: James A. Orchard Title: CFO

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: James A. Orchard Title: Manager

Signature: [Signature]
Printed Name: Thomas M. O'Connor Title: Manager

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

FILED
10 SEP -2 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

WaterOptimizer, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

4921 Memorial Highway, Suite 300, Tampa, FL 33634

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is:

19,500,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

James A. Orchard, CFO

Thomas M. O'Connor, CEO/Chairman

Keith A Appenzeller, President

(Same address for all) 4921 Memorial Highway, Suite 300, Tampa, FL 33634

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

James A. Orchard

4921 Memorial Highway, Suite 300

Tampa, FL 33634

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

James A. Orchard

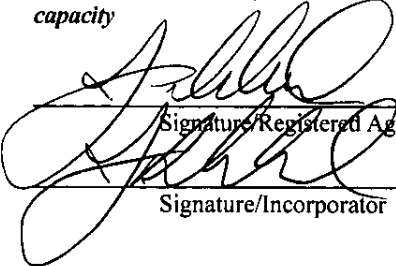
4921 Memorial Highway, Suite 300

Tampa, FL 33634

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Signature/Incorporator

July 26 , 2010

Date

July 26 , 2010

Date

FILED
10 SEP -2 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA