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02/07/11--01033--018 **87.50

FILED
2011 FEB -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10:00 AM FEB 08 2011

COVER LETTER

Via Overnight Mail

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

SUBJECT: CES-DUFFIELD, INC. ARTICLES OF INCORPORATION

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:
\$87.50 representing:


1. Filing Fee,
2. Certificate of Status; and
3. Certified Copy

ADDITIONAL COPY REQUIRED

Please return the foregoing to:

James E. Mitchell, Treasurer
CES-Duffield, Inc.
860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458

Sincerely,

 *TREASURER*

James E. Mitchell, Treasurer

Dated:

2.1.11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CES-DUFFIELD, INC.

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FIRST: The undersigned, Alvaro G. Mendoza, whose post office address is 860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458, being over eighteen years of age and acting as incorporator, hereby forms a corporation under the general laws of the State of Florida.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

CES-DUFFIELD, INC.

THIRD: The Corporation is formed pursuant to Chapter 607 and 621 Florida Statutes.

FOURTH: The purposes for which the Corporation is formed are as follows:

(a) To provide superior water-quality management supplies and services throughout the continental United States.

(b) To engage in any other lawful business.

FIFTH: The post office address of the principal office and place of business of the Corporation in the State of Florida is 860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458. The resident agent of the Corporation is James E. Mitchell, whose post office address is JAMES E. MITCHELL, 860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458. Said resident agent is an individual, who is a citizen of and resides in the State of Florida. The

incorporator of the Corporation is ALVARO G. MENDOZA, whose address is 860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Million (1,000,000) shares of the par value of one-tenth of one cent (\$0.001) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Thousand Dollars (\$1,000.00).

SEVENTH: The initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alvaro G. Mendoza, Chairman	860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458
James E. Mitchell	860 Jupiter Park Drive, Suite 2, Jupiter, FL 33458
Darwin H. Simpson	113 Metro Drive Anderson, SC 29621

Until the organizational meeting of the Directors, the foregoing Directors shall manage the Corporation.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders, each of which shall be compliant with, shall be applicable to the extent permitted by Florida Statutes, and shall be modified as required to conform with all applicable Florida Statutes:

(a) The Board of Directors of the Corporation is

authorized, for such consideration as the Board of Directors (or stockholders) may deem advisable.

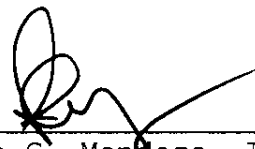
(b) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(c) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

(d) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3RD day of February, 2011, and have acknowledged such Articles to be my act.

WITNESS:


_____

Alvaro G. Mendoza, Incorporator

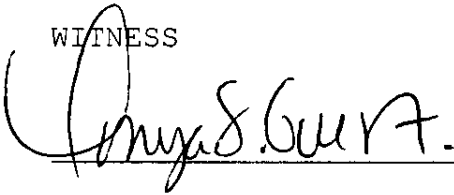
WRITTEN CONSENT TO ACT AS RESIDENT AGENT
BY A FLORIDA RESIDENT

TO: Department of State
Division of Corporations
Box 6327
Tallahassee, Florida 32314

I, JAMES E. MITCHELL, a resident of the State of
Florida, herein consent to act as resident agent for:

CES-DUFFIELD, INC.

WITNESS





James E. Mitchell

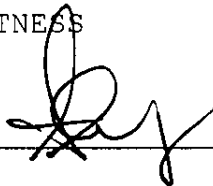

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