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(Address)

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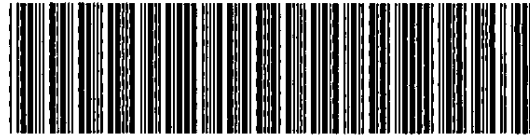
(Business Entity Name)

(Document Number)

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W13-5158

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Attorneys at Law

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CIVIL TRIAL LAWYER

+ ALSO ADMITTED TO
GEORGIA BAR

^ SUPREME COURT CERTIFIED
CIVIL MEDIATOR

° ALSO ADMITTED TO
N.Y. & N.J. BAR

+* ALSO ADMITTED TO
ILLINOIS BAR

++ ALSO ADMITTED TO
NORTH CAROLINA BAR

BOARD CERTIFIED
MARITAL & FAMILY LAW

January 21, 2013

Florida Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: Dissolution and incorporation

Ladies and Gentlemen:

Allen R. Korson, the founder, president and chief executive officer of Bio Clean Water Technologies Inc., a Florida not for profit corporation, is hereby submitting Articles of Dissolution to dissolve that not-for-profit entity, and Articles of Incorporation to incorporate a Florida for-profit entity with the same name. Enclosed please find two checks, one in the amount of \$35 for the filing fee for the Articles of Dissolution and one in the amount of \$70 for the filing fee for the Articles of Incorporation, each payable to the Florida Department of State.

Please communicate with me as needed concerning the dissolution and incorporation.

Thank you.

Very truly yours,

HICKS, MOTTO & EHRLICH P.A.



Mark H. Mirkin

3399 PGA Blvd. Suite 300
Palm Beach Gardens, FL 33410
561-683-2300
561-697-3852

**HICKS, MOTTO &
EHRlich, P.A.**

Fax

To: Jessica	From: Mark Mirkin
Fax: 850-245-6804	Pages: 6
Phone:	Date: 2-4-13
Re: Bio Clean Water Technologies	cc:

☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

● **Comments:**

Jessica:

Please find attached the original fax I sent from 1-30-13 as well as added documents.

Thank you

Mark H. Mirkin

Partner

HICKS, MOTTO & EHRLICH

Attorneys at Law

3399 PGA Blvd. Suite 300, Palm Beach Gardens, FL 33410

Telephone: 561-683-2300

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F A C S I M I L E

Date: 1/30/13
To: JESSICA
Fax No: 850-245-6804

From: MARK MIRKIN
Email: MMIRKIN@HMEALAWFIRM.COM
Pages: 2 including fax cover

RE: BIO CLEAN WATER TECHNOLOGIES INC.
DOC NO. W13000005158

Comments:

JESSICA,

ATTACHED PLEASE FIND AN AFFIDAVIT
TO SUPPORT THE INCORPORATION OF A FOR-
PROFIT CORPORATION WITH THE SAME NAME
AS A RECENTLY-DISSOLVED NOT-FOR-PROFIT
CORPORATION BY THE SAME PEOPLE.

THANKS!

Mark Mirkin

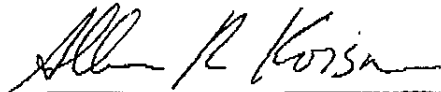
STATE OF FLORIDA
COUNTY OF MARTIN

AFFIDAVIT

I, Allen R. Korson, under penalty of perjury, declare and covenant the following statements to be true and complete in support of my desire to incorporate Bio Clean Water Technologies Inc. as a Florida for-profit corporation:

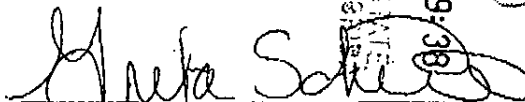
1. I was the sole incorporator, founder, director and officer of Bio Clean Water Technologies Inc., a Florida not for profit corporation incorporated on March 5, 2012 and assigned document number N12000002443. Gary W. Haymond joined the company as a director and officer in October 2012.
2. On January 15, 2013 the company's two directors unanimously adopted a resolution to dissolve the company, effective upon filing Articles of Dissolution with the Florida Department of State.
3. On January 21, 2013, the company's counsel, Mark H. Mirkin, Esq., submitted Articles of Dissolution to the Florida Department of State to dissolve the company. Counsel simultaneously submitted Articles of Incorporation for Bio Clean Water Technologies Inc., a Florida for-profit corporation, naming the undersigned and Gary W. Haymond as its initial directors.

IN WITNESS WHEREOF, the undersigned, with full authority and power to execute this Affidavit on behalf of the dissolved not-for-profit corporation and the to-be-incorporated for-profit corporation, hereby set my hand this 28th day of January, 2013.

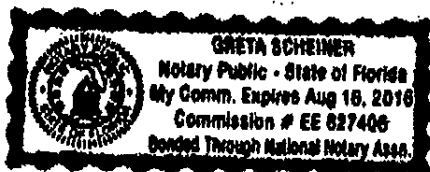


Allen R. Korson

Sworn to and subscribed before me this 28 day of January, 2013 appeared Allen R. Korson who is personally known to me or who has produced Florida Driver's license number _____ as identification.



Notary Public, State of Florida



Certification Stamp

ARTICLES OF INCORPORATION

of

Bio Clean Water Technologies Inc.

The undersigned, for the purposes of incorporating a corporation under the Florida Business Corporation Act, does hereby execute those Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Bio Clean Water Technologies Inc. The principal place of business is 3473 S.W. Palm City School Avenue, Palm City, Florida 34990.

SECOND: The address of the registered office of the Corporation in the State of Florida is 3473 S.W. Palm City School Avenue, Palm City, Martin County, Florida 34990, and the name of the registered agent of the Corporation in the State of Florida at such address is Allen R. Korson.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue twenty million (20,000,000) shares of capital stock in two (2) classes to be designated as Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is two million (2,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is eighteen million (18,000,000). The Preferred Stock and the Common Stock shall have a par value of \$0.01 per share.

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the Preferred Stock in a single or multiple series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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FIFTH: The Corporation shall continue to exist perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the state of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

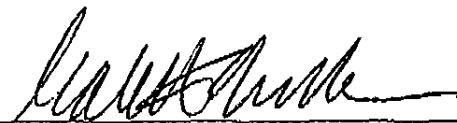
SEVENTH: The Corporation has two (2) directors initially. The names and addresses of the initial directors are Allen R. Korson, 416 S.E. Sunnyside Lane, Port St. Lucie, Florida 34983 and Gary W. Haymond, 6143-7 Riverwalk Lane, Jupiter, Florida 33458.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Hicks, Motto & Ehrlich, P.A., 3399 PGA Blvd. #300, Palm Beach Gardens, Florida 33410.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 17th day of January, 2013.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

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TALLAHASSEE FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

Bio Clean Water Technologies Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 3473 S.W. Palm City School Avenue, Palm City, Martin County, Florida 34990, has named Allen R. Korson as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


Allen R. Korson

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