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Division of Corporations

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Division of Corporations

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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION

Consolidated Water U.S. Holdings, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
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ARTICLES OF INCORPORATION
OF
CONSOLIDATED WATER U.S. HOLDINGS, INC.

NOTARY PUBLIC
STATE OF FLORIDA

ARTICLE I. NAME

The name of the corporation is Consolidated Water U.S. Holdings, Inc. (the "Corporation").

ARTICLE II. MAILING ADDRESS; REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is 5810 Coral Ridge Drive, Suite 220, Coral Springs, Florida 33076 and the mailing address is the same.

The address of the Corporation's registered office in the State of Florida is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410, and the name of the registered agent at such address is Corporate Creations Network Inc.

ARTICLE III. NATURE OF BUSINESS

The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act ("FBCA"). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, \$0.01 par value per share ("Common Stock").

ARTICLE V. INCORPORATOR

The name and mailing address of the sole incorporator are as follows:

Consolidated Water Co. Ltd.
Regatta Office Park
Windward Three, 4th Floor, West Bay Road
P.O. Box 1114
Grand Cayman, KY1-1102, Cayman Islands

ARTICLE VI. MISCELLANEOUS

In furtherance of and not in limitation of powers conferred by the FBCA, the following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. The Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.
3. The number of directors that shall constitute the whole Board shall be fixed by resolution of the Board of Directors but in no event shall be less than one (1) or more than seven (7).
4. Elections of directors need not be by written ballot.

ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided, that this provision shall not eliminate or limit the liability of a director for: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the FBCA, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the FBCA is amended at any time after the approval by the shareholders of this Article VII, to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided in this Article VII, shall be limited to the fullest extent permitted by the amended FBCA. Any repeal or modification of this Article VII shall be prospective only, and shall not adversely affect any right or protection of, or any limitation on the liability of a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

ARTICLE VIII. INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the FBCA permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA, subject only to limits

created by applicable provisions of the FBCA (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its shareholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer, employee or other agent of the Corporation based on facts, events or circumstances existing at the time of such amendment, repeal or modification.

ARTICLE IX. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE X. AMENDMENT

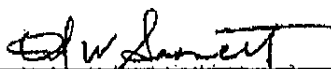
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

* * * * *

{signature page follows}

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 9th day of February, 2016.

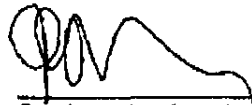
Consolidated Water Co. Ltd.



David W. Sasnett, Chief Financial Officer

**CONSENT OF REGISTERED AGENT
OF
CONSOLIDATED WATER U.S. HOLDINGS, INC.**

The undersigned Corporate Creations Network Inc., whose address is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410, hereby accepts appointment as the initial registered agent of **Consolidated Water U.S. Holdings, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Jessica Morales, Authorized Representative