

P95000003240

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MWT Acquisitionco, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
1995 JAN 12 PM 12:30
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MWT ACQUISITIONCO, INC.
a Florida corporation

FILED

1995 JAN 12 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ACQUISITIONCO, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MWT ACQUISITIONCO, INC.

ARTICLE II. ADDRESS

The corporation's principal office address and mailing address is:

3806 N. 29th Avenue
Hollywood, Florida 33020

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3806 N. 29th Avenue, Hollywood, Florida 33020 and the name of the corporation's initial registered agent at that address is R. Brian Fifer.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
R. Brian Fifer	3806 N. 29th Avenue Hollywood, Florida 33020
William F. Silvia	3806 N. 29th Avenue Hollywood, Florida 33020

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
R. Brian Fifer	3806 N. 29th Avenue Hollywood, Florida 33020

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29th day of October, 1994.

R. Brian Fifer
R. Brian Fifer

FTL-126454

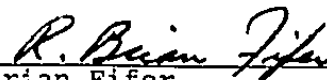
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That MWT Acquisitionco, Inc., desiring to organize under the
laws of the State of Florida with its initial registered office, as
indicated in the Articles of Incorporation, at 3806 N. 29th Avenue,
Hollywood, Florida 33020, has named R. Brian Fifer, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I agree to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and am familiar
with, and accept, the obligations of that position.



R. Brian Fifer

FTL-126454

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1985 JAN 12 PM 12:30
TALAHASSEE, FLORIDA

P9500003240

RODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

RECEIVED 1 FEB 1 1995
FEB 01 1995 10:58 AM
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MWT Acquisitions, Inc
(Corporation Name) (Document #)
2. _____
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95 FEB -7 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Examiner's Initials

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
MWT ACQUISITIONCO, INC.

Pursuant to Section 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of MWT Acquisitionco, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is MWT Acquisitionco, Inc.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is Midwest Water Technologies, Inc."

THIRD: The foregoing amendment was adopted by written consent of the sole shareholder of the Corporation, in accordance with Sections 607.1003(6) and 607.0704 of the Florida Statutes, dated as of January 27, 1995, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument as of this 27th day of January, 1995.


Howard Gilliam, President

FTL1-136998

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95 FEB - 7 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA