

JOSEPH J. NOLAN, P.A.
ATTORNEY AND COUNSELOR AT LAW

REAL PROPERTY LAW
CORPORATE & BUSINESS LAW

1000 WILLIAMSBURG BLVD., SUITE 200
LAKELAND, FLORIDA 33803
(813) 334-0000

(813) 334-2200

December 12, 1994

Secretary of State
Corporation Department
P.O. Box 6330
Tallahassee, Florida 32314

RE: Aquatic Remediation Technologies Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation to be filed for the above referenced Corporation. Also enclosed is a check in the amount of \$122.50 (which represents the filing fee and certified copy fee) and a self addressed stamped return envelope.

If you have any questions regarding this matter, please do not hesitate to contact our office.

Very truly yours,
Joseph J. Nolan, P.A.

Diane L. Williams
Legal Assistant to Joseph J. Nolan

JJN/dlw
Enclosures

T. BROWN JAN 19 1995



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 1994

DIANE L WILLIAMS
JOSEPH J. NOLAN, P.A.
1666 WILLIAMSBURG SQUARE
LAKE LAND, FL 33803

SUBJECT: AQUATIC REMEDIATION TECHNOLOGIES, INC.
Ref. Number: W94000026905

We have received your document for AQUATIC REMEDIATION TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 394A00053662



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1995

DIANE L. WILLIAMS
JOSEPH J. NOLAN, P.A.
1666 WILLIAMSBURG SQUARE
LAKELAND, FL 33803

SUBJECT: AQUATIC REMEDIATION TECHNOLOGIES, INC.
Ref. Number: W94000026905

We have received your document for AQUATIC REMEDIATION TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 495A00000323

ARTICLES OF INCORPORATION
OF
AQUATIC REMEDIATION TECHNOLOGIES, INC.

95 JAN 10 AM 7:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
(NAME)

1. The name of the corporation is :

AQUATIC REMEDIATION TECHNOLOGIES, INC.

ARTICLE II.
(PERMITTED BUSINESS AND ACTIVITIES)

This Corporations may engage in every phase of any and all activities or businesses permitted by laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assest of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any license or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold sell, transfer, mortgage, pledge or otherwise

dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge Bonds, Debentures, Notes and other evidences of indebtedness, and execute such Mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, Trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Subsection (i) hereof.

(k) Enter into General Partnerships, Limited Partnerships (whether the Corporation be a Limited or General Partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

**ARTICLE III.
(CAPITAL STOCK)**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Million (\$ 10,000,000.00) shares of commons stock having a par value of \$ 0.0 (no par value) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV.
(INITIAL CAPITAL)**

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V.
(TERM OF EXISTENCE)**

The existence of this Corporation is to begin at the time of subscription and acknowledgment of these Article of Incorporation and to continue perpetually thereafter.

**ARTICLE VI.
(PRINCIPAL OFFICE ADDRESS)**

The address of the initial principal office of the Corporation in the State of Florida is 2080 Industrial Park, Mulberry, Florida 33860. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place within or without the State of Florida as it may designate.

**ARTICLE VVI.
(REGISTERED AGENT)**

The registered Agent of the Corporation and the address of the Registered Agent and

Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
William Read	2080 Industrial Park Mulberry, Florida 33860

**ARTICLE VIII.
(DIRECTORS)**

This Corporation shall have one (1) Director(s) initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

**ARTICLE IX.
(DIRECTORS' POWERS)**

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to permit Contracts or other transactions between the Corporation and one or more of its Directors individually or business in which one or more of its Directors are interested, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the purpose of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the L s (such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to

invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

**ARTICLE X.
(ORIGINAL DIRECTORS)**

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
William Read	2080 Industrial Park Mulberry, Florida 33860

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

**ARTICLE XI.
(SUBSCRIBER)**

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
William Read	2080 Industrial Park Mulberry, Florida 33860

The subscriber to these Article of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes, to continue a Corporation.

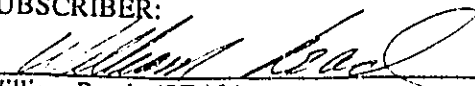
**ARTICLE XII.
(AMENDMENTS)**

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 law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Article may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such manner as may be provided by law.

Articles of Incorporation of
Aquatic Remediation Technologies, Inc.
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IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal, this 10th day of January, 1995 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the fact herein stated are true.

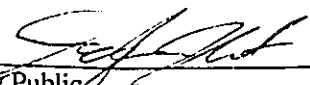
SUBSCRIBER:


William Read, (SEAL)

STATE OF FLORIDA,
COUNTY OF POLK.

The foregoing instrument was acknowledged before me this 10TH day of January, 1995 by Wil..am Read, who is personally known to me.

My Commission Expires:



Notary Public
Print Name: _____

Articles of Incorporation of
Aquatic Remediation Technologies, Inc.
Page: 7

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95 JAN 10 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Aquatic Remediation Technologies, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


WILLIAM READ, Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by William Read, personally and well known to me or who produced his Florida Drivers License as identification and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this 10TH day of January, 1995.

My Commission Expires:


NOTARY PUBLIC
Printed Name: _____