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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 11, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ENCLOSURE 1 23123491
01/18/95 11:05:17 0001
***122.50 ***122.50

RE: Scorpio Water Works and Marketing International, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represent the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

Samuel L. Small

Scorpio Water Works and Marketing International, Inc.
20319 S.W. 124th Avenue
Miami, Florida 33177
(305) 369-3189

264
1-19-95

ARTICLES OF INCORPORATION

of

FILED

SCORPIO WATERWORKS AND MARKETING INTERNATIONAL, INC.

(name of corporation)

95 JAN 17 AM 11:37

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SCORPIO WATERWORKS AND MARKETING INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE

Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>SAMUEL L. SMALL</u>		
ADDRESS	<u>20319 S.W. 124TH AVENUE</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33177</u>

The principal office, if known, or the mailing address of the corporation is:

NAME			
ADDRESS	<u>SAME AS ABOVE</u>		
CITY	<u>FLORIDA</u>	ZIP	

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>SAMUEL L. SMALL</u>		
ADDRESS	<u>20319 S.W. 124TH AVENUE</u>		
CITY	<u>MIAMI</u>	STATE <u>FLORIDA</u>	ZIP <u>33177</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SAMUEL L. SMALL		
ADDRESS	20319 S.W. 124TH AVENUE		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33177
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITN 'SS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11TH day of JANUARY, 1995.

Samuel L. Small (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Samuel L. Small
 Signature

FLA. DRIVER LIC.
#5540-792-51-412-C
 Form of Identification

 Signature

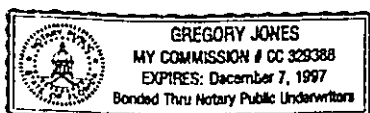
 Form of Identification

 Signature

 Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL



Witness my hand and official seal in the County and State last aforesaid this 11th day of JANUARY, 1995.
Gregory Jones
 Notary Signature
GREGORY JONES
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT

95 JAN 17 AM 11:38

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCORPIO WATERWORKS AND MARKETING INTERNATIONAL, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

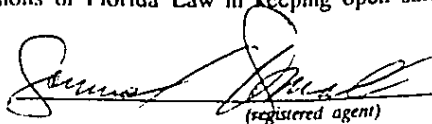
at 20319 S.W. 124TH AVENUE

MIAMI, FLORIDA 33177

has named SCORPIO WATERWORKS AND MARKETING INTERNATIONAL, INC.
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)