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TALLAHASSEE, FL 32301
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P9500027896

ACCOUNT NO. : 072100000032

REFERENCE : 573882 79818A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1995

ORDER TIME : 10:18 AM

ORDER NO. : 573882

CUSTOMER NO: 79818A

CUSTOMER: Ms. Linda Schumacher
TEW ZINOBER BARNES ZIMMET &
UNICE
2655 McCormick Drive
Clearwater, FL 34619

800001450776
-04/07/95--01061--005
****122.50 ****122.50

DOMESTIC FILING

NAME: FLORIDA WATER AUTHORITY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

RECEIVED
95 APR -7 AM 11:36
DIVISION OF CORPORATION

FILED
95 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR - 7 1995

**ARTICLES OF INCORPORATION
FOR
FLORIDA WATER AUTHORITY, INC.**

FILED
95 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Florida Water Authority, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting business related to procurement, distribution, and sale of potable water and for transacting any and all other lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Joel R. Tew, Esquire, Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 34619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

George M. Brown

8623 Regency Park Boulevard
Port Richey, Florida 34668

Neil A. Valk

2700 Tampa Road
Palm Harbor, Florida 34684

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is

George M. Brown

8623 Regency Park Boulevard
Port Richey, Florida 34608

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 2700 Tampa Road, Palm Harbor, Florida 34684. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock

of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

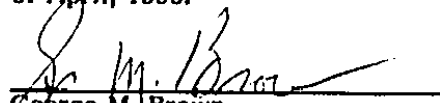
ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of April, 1995.


George M. Brown

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of April, 1995, by George M. Brown, who is personally known to me or who has produced Florida Drivers License (type of identification) as identification and who did (did not) take an oath.



Signature of Person Taking Acknowledgment

Kathleen E. Roberts

Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

(NOTARY SEAL)

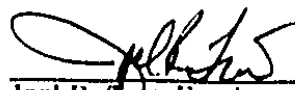


CC118195

Notarial Serial Number

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Florida Water Authority, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 5th day of April, 1995.



Joel R. Tow, Esquire
Tow, Zimber, Barnes, Zimmet & Unice
P. O. Box 5124
2655 McCormick Drive
Clearwater, FL 34618
(813) 799-2882

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95 APR -7 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA