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HAY
TALLAHASSEE, FL
904-222-0393 FAX

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95 JUN -6 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 609710 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1995

ORDER TIME : 9:44 AM

ORDER NO. : 609710

CUSTOMER NO: 81040A

CUSTOMER: Ms. Jennifer M. Louviere
SHELL FLEMING DAVIS & MENGE

Seventh Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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-06/06/95--0101--021
***122.50 ***122.50

100001508021
-06/06/95--0101--021
***122.50 ***122.50

DOMESTIC FILING

NAME: WATERMASTER INTERNATIONAL,
INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

NANCY HENDRICKS JUN - 7 1995

EXAMINER'S INITIALS: _____

RECEIVED
95 JUN -6 AM 9:12
DIVISION OF CORPORATION

SHELL, FLEMING, DAVIS & MENOE
ATTORNEYS AT LAW
PENSACOLA, FLORIDA 32506-1831

THURSTON A. SHELL
FLETCHER FLEMING
COLLIN D. DAVIS, JR.
MEMBER FLORIDA BAR
M. J. MENOE
DANNY L. KEPNER
MEMBER FLORIDA BAR
CHARLES L. HOFFMAN, JR.
MEMBER FLORIDA BAR
MAURICE DUCANAN
MEMBER FLORIDA BAR
ALSO LICENSED IN NEW YORK
JAN. 1982

POST OFFICE BOX 1831
226 PALATKA PLACE
SEVENTH FLOOR BIVILLE TOWER
AREA CODE 904
TELEPHONE 434-2411
FAX # 435-1074

June 2, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

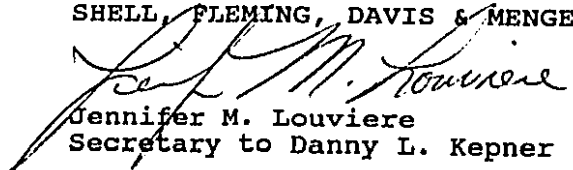
Re: WaterMASTER International, Inc.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to Corporation Information Services. Our check for \$122.50 for the required fees is enclosed.

Sincerely,

SHELL, FLEMING, DAVIS & MENGE


Jennifer M. Louviere
Secretary to Danny L. Kepner

/jml
Enclosures

**ARTICLES OF INCORPORATION
OF
WATERMASTER INTERNATIONAL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is WaterMASTER International, Inc.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of sale of water purification equipment, and business incidental or related thereto and for the purpose of transacting any or all other lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of One Hundred Dollar (\$100.00) par value common stock.

ARTICLE IV. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

220 West Garden Street, Suite 801
Pensacola, Florida 32501

The Board of Directors may change the address from time to

time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 220 West Garden Street, Suite 801, Pensacola, Florida, 32501, and the name of the initial registered agent of this corporation at that address is Thomas R. Jenkins.

ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS

This corporation shall have five 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 three nor more than nine. The names and addresses of the initial directors and officers of this corporation are:

Thomas R. Jenkins - Director
220 West Garden Street, Suite 801
Pensacola, Florida 32501

Rodney Williamson - Director/President
9519 Barranger Drive
Pensacola, Florida, 32514

LaDon Boyd - Director/Secretary/Treasurer
3970 McClellan Road
Pensacola, Florida 32503

Doug Dickerson - Director
828 Baycliffs Road
Gulf Breeze, Florida 32561

Luther Taylor - Director
4641 Canopy Road
Pensacola, Florida 32504

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is:

Thomas R. Jenkins
220 West Garden Street, Suite 801
Pensacola, Florida 32501

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or

the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege or purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of June, 1995.


Thomas R. Jenkins

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements

In the state and county set forth above, personally appeared THOMAS R. JENKINS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of

June, 1995.

MELISSA M. DURANT
"Notary Public—State of Florida"
My Commission Expires Aug. 03, 1996
CC 219381

Melissa M. Durant
Notary Public
My commission expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WaterMASTER International, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: June 2, 1995



THOMAS R. JENKINS

FILED
65 JUN -6 PM 3 45
SECTION 48.091
TALAMON, TEXAS