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May 11, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/16/95--01104--012
****122.50 ****122.50

Re: Coast to Coast Water Conservation, Inc.

Dear Division of Corporations:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. I have also enclosed a check in the amount of \$122.50, which includes your filing fee and your fee for one certified copy. Please return the certified copy to me at the above address.

Thank you for your attention to this matter. If you have any questions, please telephone me at the above number. Please send all correspondence to me at the above address.

Sincerely,



Jon R. Lauer

W95-10513

789, 611, 671

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SAB
5/17/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1995

JON R. LAUER
5173 WARNING ROAD, SUITE 32
SAN DIEGO, FL 92120

SUBJECT: COAST TO COAST WATER CONSERVATION, INC.
Ref. Number: W95000010513

We have received your document for COAST TO COAST WATER CONSERVATION, 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 registered agent must sign accepting the designation.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: G95A00025435

**ARTICLES OF INCORPORATION
OF
COAST TO COAST WATER CONSERVATION, INC.**

FILED

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

First: The name of the corporation (the "Corporation") is Coast to Coast Water Conservation, Inc. The principal office is located at 3629 West Kennedy Blvd., Tampa, Florida 33609.

Second: The duration of the Corporation shall be perpetual.

Third: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, include, but are not limited to, the following:

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business in this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or of any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares that may be issued by the corporation is Twenty Thousand (20,000) shares without nominal or par value.

Such shares without nominal or par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors.

FIFTH. Shareholders shall not have preemptive rights.

SIXTH. The street address of the initial registered office of the Corporation in the State of Florida is 3629 West Kennedy Blvd., Tampa, Florida 33609, and the name of the initial registered agent of the Corporation is Art Ichter, whose address is the same as that of the registered office.

SEVENTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation.

The name and post office address of the member of the first board of directors, which shall be one in number, is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jon McQuillen	7975 Raytheon, Suite 260 San Diego, CA 92111

EIGHTH. The name and post office address of the incorporator signing the articles of incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jon R. Lauer	5173 Waring Road, Suite 32 San Diego, CA 92120

NINTH. The Corporation shall have the right, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for in these Articles shall not be

deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, vote of the shareholders or otherwise

TENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statutes, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

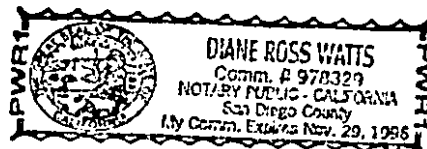
I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Act of the State of Florida, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 12th day of May, 1995.


Jon R. Lauer

State of California)
)
County of San Diego)

On this 12th day of May, 1995, before me, a Notary Public, personally appeared Jon R. Lauer, who acknowledged that he executed the above instrument.


Notary Public



(Stamp)

May 23, 1995

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

Re: Coast to Coast Water Conservation, Inc.

To whom it may concern:

Please be advised that I hereby accept all duties and responsibilities as the registered agent for service of process for Coast to Coast Water Conservation, Inc. My address is 3629 West Kennedy Blvd., Tampa, Florida 33609.

Sincerely,



Art Ichter

FILED
95 JUN -7 AM 8:09
TALLAHASSEE, FL 32314