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TALLAHASSEE, FL 32301
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P1500051397

ACCOUNT NO. : 072100000032

REFERENCE : 629848 152334A

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1995

000001528370

ORDER TIME : 11:25 AM

ORDER NO. : 629848

CUSTOMER NO: 152334A

CUSTOMER: Robert M. Wolf, Esq
ROBERT M. WOLF, P.A.

Suite 201
301 Crawford Boulevard
Boca Raton, FL 33432

DOMESTIC FILING

NAME: WATER CONSERVATION
SPECIALISTS, 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:

T. BROWN JUL - 3 1995

FILED
95 JUN 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WATER CONSERVATION SPECIALISTS, INC.**

FILED
95 JUN 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

WATER CONSERVATION SPECIALISTS, INC.

**ARTICLE II
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is:

2300 Corporate Blvd., N.W.
Suite 236
Boca Raton, FL 33431

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares".

**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 at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

2300 Corporate Blvd., N.W.
Suite 236
Boca Raton, FL 33431

The Initial registered agent is:

STEPHEN LEON

**ARTICLE VI
INCORPORATOR**

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

STEPHEN LEON

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 27 day of June, 1995.



STEPHEN LEON

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 27 DAY OF June, 1995.

BY: 

STEPHEN LEON

FILED
95 JUN 30 AM 9:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



P95000051397

ACCOUNT NO. : 072100000032

REFERENCE : 489157 152334A

AUTHORIZATION : *Deborah Schroder*

COST LIMIT : \$ 35.00

ORDER DATE : August 7, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 489157-005

CUSTOMER NO: 152334A

CUSTOMER: Robert M. Wolf, Esq
Robert M. Wolf, P.a.
Suite 102
33 Se 4th Street
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: WATER CONSERVATION
SPECIALISTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 AUG -7 PM 3:53 RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION
97 AUG -7 PM 2:39

67
Jon Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WATER CONSERVATION SPECIALISTS, INC.

FILED
97 AUG -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"3. The aggregate number of shares which the corporation shall have authority to issue is: Two Hundred Thousand (200,000) shares of common stock, \$0.001 par value, consisting of Class A Common and Class B Common shares as follows:

Class A Common: Forty Thousand (40,000) shares, \$0.001 par value, voting.

Class B Common: One Hundred Sixty Thousand (160,000) shares, \$0.001 par value, nonvoting.

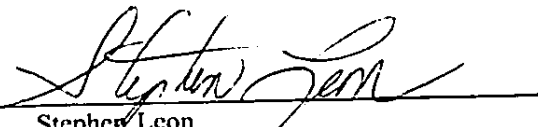
The Class A and Class B stock shall have the same designations, preferences, limitation and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to Class or voting right. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each Class. The two classes of Common Stock shall differ only with respect to voting rights.

SECOND: The corporation is presently authorized to issue Ten Thousand (10,000) shares of common stock, par value \$0.01, of which Three Hundred (300) shares are presently issued and outstanding. Subsequent to the filing of these Articles of Amendment, the corporation will recapitalize its outstanding shares by issuing Twelve Thousand (12,000) shares of the newly authorized Class A Common stock and Sixty Thousand (60,000) shares of the newly authorized Class B Common Non Voting stock for its presently outstanding common stock.

THIRD: The date of the adoption of this Amendment was August, 15th, 1997.

FOURTH: The foregoing Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 5th day of August, 1997.


By: Stephen Leon
Its: President