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ATTORNEYS AT LAW

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TAMPA, FLORIDA 33607  
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REPLY TO: Brandon

June 30, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500001533455  
-07/10/95--01042--020  
\*\*\*\*122.50 \*\*\*\*122.50

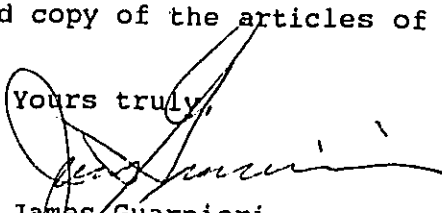
Re: Neptunius Aqua, Inc.

Dear Sir:

Enclosed please find an original and two (2) copies of the articles of incorporation for the above corporation, designation of registered agent and a check in the amount of \$122.50.

Please return a certified copy of the articles of incorporation to this office.

Yours truly,

  
James Guarnieri

*Joyce Buchanan*  
JG: [unclear] HAVE  
ALPHABETIZATION BY PHONE TO  
Enclosures *RA address*  
CORRECT *7/14/95*  
DATE *BR*  
DOC. EXAM.

B. REGISTER JUL 14 1995

789, 612, 671

W95-14172

FILED  
95 JUL 10 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 14, 1995

Sandra B. Mortham  
Secretary of State

JAMES GUARNIERI, ESQUIRE  
608 E MORGAN STREET  
BRANDON, FL 33510

SUBJECT: NEPTUNIUM AQUA, INC.  
Ref. Number: W95000014172

We have received your document for NEPTUNIUM AQUA, 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 and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 895A00033832

ARTICLES OF INCORPORATION  
OF  
NEPTUNIUS AQUA, INC.

FILED  
95 JUL 10 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is NEPTUNIUS AQUA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) each par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 608 East Morgan Street, Brandon, Florida 33510, and the name of the initial registered agent of this corporation at that address is James W. Guarnieri.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two director nor more than five. The name and address of the initial Board of Directors of the corporation is:

James W. Guarnieri  
4503 Deer Park Place  
Brandon, Florida 33511

Maria L. Guarnieri  
4503 Deer Park Place  
Brandon, Florida 33511

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are: James W. Guarnieri, 4503 Deer Park Place, Brandon, Florida 33511, and Maria L. Guarnieri, 4503 Dee Park Place, Brandon, Florida 33511.

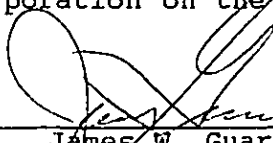
#### ARTICLE IX - INDEMNIFICATION


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

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 30 day of June, 1995.

  
\_\_\_\_\_  
James W. Guarnieri  
Incorporator

  
\_\_\_\_\_  
Maria L. Guarnieri  
Incorporator

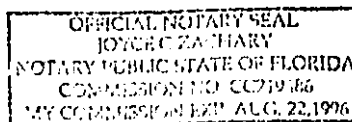
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared James W. Guarnieri and Maria L. Guarnieri, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation. Identification produced: known to me.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30 day of June, 1995.

Joyce C. Zachary  
Notary Public

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

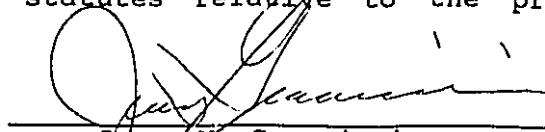
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that NEPTUNIUS AQUA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 608 East Morgan Street, Brandon, Florida 33510, has named James W. Guarnieri, 608 East Morgan Street, Brandon, Florida 33510, as its agent to accept service of process within Florida.

Dated: June 30, 1995.

  
\_\_\_\_\_  
Maria L. Guarnieri, Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
James W. Guarnieri  
Registered Agent

**FILED**  
95 JUL 10 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA