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RAPID MEMO

Department of State - CORPORATE DIVISION
Re: TEK-AQUA, INC. - NEW FILING

DIVISION OF CORPORATIONS
409 E. GAINES ST.
TALLAHASSEE, FL 32399

DATE 8/11/94
SUBJECT NEW CORP. FILING

Enclosed are 2 copies of Articles of Incorporation to be filed in your office. Please return one copy certified at your earliest convenience. Also enclosed is payment of \$122.50 to cover filing and certification costs.

If you have any questions please call at (305) 477-8607.

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****122.50 ****122.50

Adm-
11/1/94

Rita M. Rad
15789 S.W. 75 Terrace
Miami, Florida 33193

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95 AUG 16 PM 4:05
TALLAHASSEE

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213-95

ARTICLES OF INCORPORATION

FILED

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ARTICLE I

The name of this Corporation is

TEK-AQUA, INC.

ARTICLE II - PURPOSE

The general nature of the business and the object and purposes to be transacted and carried out are to do any and all of the things herein mentioned, as fully and to do the same to the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United State and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premisses of the corporation, and to lease, mortgage and convey such real estate in such a manner as may appear from the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings and its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the managements, regulation and government of its affairs and property, the transfer of its records of its stock or other evidence of interest of membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign counties. Purchase the corporate assets of any other corporation and engage

in the same character of business, acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, providing that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and 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 enumerated in its Certificate of Incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 5,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - PREFERENCES, LIMITATIONS
AND RELATIVE RIGHTS OF SHARES OF
COMMON STOCK

SECTION 1. DIVIDENDS.

The holders of record of the preferred shares, if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of preferred shares. Such cash dividends on preferred shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the common shares. Cash dividends on preferred shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding preferred shares, the Directors may declare and pay dividends upon the common shares.

SECTION 2. RIGHTS UPON LIQUIDATION OF DISSOLUTION.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding preferred shares shall be entitled to be paid par value for each of such preferred shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution or winding up of this corporation, whether or not this Corporation shall have surplus or earnings available for dividends, and no more. After payment to the holders of preferred shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

SECTION 3. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. DESIGNATION OF SERIES

Preferred shares may be issued from time to time in series. All preferred shares shall be equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series

1. The distinctive designation of all series and the number of shares which shall constitute such series;

2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;

3. The redemption price or prices, if any, for the shares of each any or all series;

4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

5. The rights, if any, of the holders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VI - PRE-EMPTIVE 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 VII - PRINCIPAL ADDRESS INITIAL REGISTERED OFFICE AND AGENT

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

15789 S.W. 75 Terrace, Miami, Florida 33193

and the name of the initial Registered Agent of this Corporation at that address is:

RITA M. RAD

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 one (1).

The name and address of the initial director of this Corporation is:

RITA M. RAD
15789 S.W. 75 Terrace
Miami, Florida 33193

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles

RITA M. RAD
15789 S.W. 75 Terrace
Miami, Florida 33193

ARTICLE X

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the Corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings as to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or an Officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall insure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE XI

A Director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an Officer having charge of its books or account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XII

These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty percent (50%) of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIII

Any action that may be taken at a meeting of the Shareholders of this corporation may be taken without a meeting if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the Corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the Directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the Corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 16th day of May, 1995.

Rita M. Rad
RITA M. RAD

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared RITA M. RAD known to me and known to me to be *who produced ID. & dir* the person who executed the foregoing Articles of Incorporation. *FL DP Lic R300 223-49-927-0*

NOT TAKE AN OATH

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of AUGUST, 1995.

Aida Donilla
NOTARY PUBLIC, State of Florida
AIDA DONILLA
MY COMMISSION # 0023329
EXPIRES December 8, 1998
Bonded by Notary Public Licensors

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA;
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
95 AUG 16 PM 4:05
SECRET
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TEK-AQUA, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, Florida has named RITA M. RAD,

Located at 15789 S.W. 75 Terrace, Miami, Florida 33193, County of Dade, State of Florida, as its agent to accept service of process within Florida.


CORPORATE OFFICER, PRESIDENT

DATE: AUGUST 9, 1995

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

DATE: August 9, 1995


REGISTERED AGENT