

P95000064996

JUL 27 1995

FILED
95 AUG 21 AM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

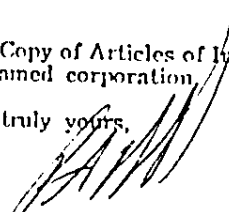
Re LIQUID HOLDINGS
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



PATRICK MCFARLAND

(individual's name)

Pinellas Water Consultants
4707 140th Ave. N. • Suite 107
Clearwater, Florida 34622

LIQUID HOLDINGS INC.
(name of corporation)

500001565505
-08/21/95--01093--001
****122.50 ****122.50

8/23/95


le

ARTICLES OF INCORPORATION

LIQUID HOLDINGS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

LIQUID HOLDINGS INC.

3035 GULL PLACE, CLEARWATER, FL. 34622

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollars (\$ 1.00) par value Common Stock, which shall be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is

PATRICK MCFARLAND

3035 GULL PLACE

CLEARWATER

FLORIDA

ZIP 34622

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

PATRICK MCFARLAND

3035 GULL PLACE

CLEARWATER

STATE FL

ZIP 34622

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	PATRICK MCFARLAND		
ADDRESS	3035 GULL PLACE		
CITY	CLEARWATER	STATE	FL ZIP 34622
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____ 19____.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF Pinellas) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Patrick McFarland

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of August 1995

(Notary Seal)

Linda D. Kottwitz
(Notary Public - State of Florida at Large)
My commission expires _____



LINDA D. KOTTWITZ
MY COMMISSION # CG 225280 EXPIRES
September 19, 1998
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

LIQUID HOLDINGS INC.

(name of corporation)

FILED
95 AUG 21 AM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3035 GULL PLACE

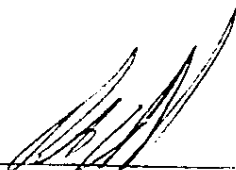
CLEARWATER, FL. 34622

has named PATRICK MCFARLAND

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)

Riden, Earle & Kiefner, P.A.

4th Floor, North Tower
100 2nd Avenue
St. Petersburg, Florida 33701-4336
(813) 822-6000

Fax (813) 821-3721

- Board Certified
- Civil Trial Lawyer
- Workers Compensation
- Taxation

May 13, 1996

Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: Liquid Holdings, Inc.
Our File No. E0738.001

Ladies or Gentlemen:

Enclosed please find an original and one copy of Articles of Merger for the above captioned corporation, as well as our firm's check in the amount of \$70.00 to cover the filing fee.

Please file the Articles of Merger. We request that you date stamp the copy and return to us in the self-addressed envelope provided for your convenience.

Thank you.

Sincerely,

RIDEN, EARLE & KIEFNER, P.A.

Benjamin Felder, Esquire

BF:ts
Enclosures

Michael F. Bremer
Paul Castagliola
Robert H. Crawford
• James T. Earle, Jr.
Benjamin Felder
Christopher C. Ferguson
• Gary E. Frazier
M. Deanna Harris
Clifford J. Hunt
Camille J. Jurillo
Neil G. Kiefer
John R. Kiefner, Jr.
• Timothy A. Miller
Thomas K. Riden
James C. Rowe
• D. Jay Snyder
• Christopher B. Young

RECEIVED
MAY 15 1996
TALLAHASSEE, FL
FBI

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MCBLANKEN ENTERPRISES, INC., a Florida corporation, P93000022975

INTO

LIQUID HOLDINGS INC., a Florida corporation, P95000064996.

File date: May 10, 1996

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

TO DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

The undersigned corporations, having adopted a Plan and Agreement of Merger pursuant to section 607.1105 of the Florida Statutes, hereby adopt these Articles of Merger. The name of the surviving corporation is LIQUID HOLDINGS, INC., a Florida corporation, authorized to do business in the State of Florida. The name of the disappearing corporation is McBLANKEN ENTERPRISES, INC.

Approval by Shareholders and Directors

The Plan and Agreement of Merger of the undersigned corporations was adopted and agreed to by all of the Shareholders and Directors of the disappearing corporation and surviving corporation pursuant to Section 607.1103 of the Florida Business Corporation Act, on May 10, 1996, and the same shall be applicable to the surviving and disappearing corporations.

Effective Date

The merger of the undersigned corporations was approved in accordance with the Plan and Agreement of Merger dated May 10, 1996. In accordance with Florida Statute 607.1105, the effective date of the merger shall be on May 11, 1996 at 11:59 p.m.

Articles of Incorporation

No changes in the Articles of Incorporation of the surviving corporation have been made.

Plan of Exchange

The directors of LIQUID HOLDINGS, INC. and McBLANKEN ENTERPRISES, INC. adopted the Plan and Agreement of Merger on May 10, 1996. The Plan and Agreement of Merger provides for McBLANKEN ENTERPRISES, INC. to transfer to LIQUID HOLDINGS, INC. all of the assets of McBLANKEN ENTERPRISES, INC. subject to all of their liabilities and obligations, and complete cancellation of all of the capital stock of McBLANKEN ENTERPRISES, INC. The certificates representing the shares of stock of the disappearing corporation shall be surrendered and cancelled on the date as set forth above.

IN WITNESS WHEREOF, the surviving corporation and disappearing corporation have caused the respective corporate names to be signed hereto by their respective President and Secretary, duly authorized and acknowledged accordingly on this 10th day of May, 1996.

LIQUID HOLDINGS, INC.

Attest:

By: 

James Lawrence Coats
Secretary

(SEAL)

By: 

James Lawrence Coats
President

McBLANKEN ENTERPRISES, INC.

Attest:

By: 

James Lawrence Coats
Secretary

(SEAL)

By: 

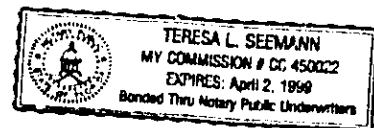
Patrick G. McFarland
President

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared JAMES LAWRENCE COATS, President of LIQUID HOLDINGS, INC., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ as identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 10th day of May, 1996.

Teresa L. Seemann
Notary Public
Printed Name: **TERESA L. SEEMANN**
State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared PATRICK G. McFARLAND, President of McBLANKEN ENTERPRISES, INC., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, ~~or who produced~~ identification, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 10th day of May, 1996.

Teresa L. Seemann
Notary Public
Printed Name: **TERESA L. SEEMANN**
State of Florida
My Commission Expires:

