

P96000006903

JOAN MATHIEU
ATTORNEY AT LAW
200 NORTH GARDEN AVENUE SUITE A
CLEARWATER, FLORIDA 34615
(813) 462-8181

January 16, 1996

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

500001692845
-01/19/96--01034--004
*****122.50 *****122.50

RE: HYDREX U.S., Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation along with Registered Agents Acceptance Form in the above referenced matter to be filed with your office. Also, please find enclosed my firm check in the amount of \$122.50 to cover the filing fee. If there is anything further that you should need from me, please do not return the enclosed but instead call me collect at the above number. If the enclosed are acceptable for filing, please do so and return one copy to me with the filing information stamped thereon.

Sincerely,


Joan Mathieu
Attorney At Law

FILED
95 JAN 19 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


1/23/96

ARTICLES OF INCORPORATION
OF

HYDREX U.S., INC.

FILED
96 JAN 19 PM 12:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

ARTICLE I

Name

The name of this corporation is HYDREX U.S., Inc.

ARTICLE II

Purpose

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Common Stock

The aggregate number of shares which this corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares of common stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV

Principal and Registered Office

The street and mailing address of the principal office are 200 North Garden Avenue, Suite A Clearwater, Florida 34615. The initial registered office of the corporation is 200 North Garden Avenue, suite A, Clearwater, Florida 34615 and the name of the registered agent of the corporation is:

Name

Address

Joan Mathieu

200 North Garden Avenue, Suite A
Clearwater, Florida 34615

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meetings.

ARTICLE V

Board of Directors

There shall be a minimum of one (1) director and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided by the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of the President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as the Board of

Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

ARTICLE VI

First Board of Directors

Name

Address

Boudewijn Van Rompay

210 S. Fort Harrison, Suite 780
Clearwater, Florida 34616

ARTICLE VII

Incorporator

Name

Address

Boudewijn Van Rompay

210 S. Fort Harrison, Suite 780
Clearwater, Florida 34616

ARTICLE VIII

Indemnification

The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such persons may be entitled.

ARTICLE IX

Preemptive Rights

Every shareholder upon the sale 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 at the same price and/or upon the same terms at which it is offered to others.

WITNESS WHEREOF my signature this 8 day of January, 1996.


Boudewijn Van Rompay

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8 day of January, 1996 by Mr. Boudewijn Van Rompay, who is personally known to me or has produced a Florida driver's license as identification that he did take an oath.



JOAN MATHIEU
My Commission CC508085
Expires Oct. 26, 1999

My Commission expires:

NOTARY PUBLIC

Name of Corporation: HYDREX U.S., Inc.

Address of Corporation: 200 North Garden Avenue, Suite A, Clearwater, Fl. 34615

Directors of Corporation:

1. Boudewijn Van Rompay
210 S. Fort Harrison, Suite 780
Clearwater, Florida 34616

Officers of Corporation:

President:

Boudewijn Van Rompay
210 S. Fort Harrison, Suite 780
Clearwater, Florida 34616

Secretary:

Boudewijn Van Rompay
210 S. Fort Harrison, Suite 780
Clearwater, Florida 34616

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, THAT HYDREX U.S., INC. DESIRING TO ORGANIZE AND QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT THE CITY OF CLEARWATER, FLORIDA, HAS NAMED JOAN MATHIEU,
LOCATED AT 200 NORTH GARDEN AVE., SUITE A, CITY OF CLEARWATER, STATE
OF FLORIDA, AS ITS AGENT 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.

SIGNATURE


(Registered Agent)

DATED: 1/8/, 1996

FILED
96 JAN 19 PM 12:08
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

P96000006903

DONALD C. KNAPMEYER, P.A.
ATTORNEY AT LAW
635 Cleveland Street, Suite C
Clearwater, Florida 34615

Phone: (813)442-4546

Fax: (813)442-8665

May 31, 1996

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

900001850269
-06/04/96--01120--003
*****35.00 *****35.00

RE: Hydrex U.S., Inc.

Dear Sir/Madam:

Enclosed are the following:

- 1) Original and one copy of the Statement of Change of Registered Agent/Office for Hydrex U.S., Inc.
- 2) Check in the amount of \$35.00 payable to Secretary of State of Florida.

After filing, please return the copy to this office at the above address.

Thank you in advance for your prompt attention.

Sincerely,

Dena Burke

Dena Burke
Paralegal

Enclosures

SH 6/11
PA Ch.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -3 PM 12:40

FILED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HYDREX U.S., INC.

1b. Date of Incorporation 1/19/96 Document number P96000006903

2. The name and address of the current registered agent and office:

Joan Mathieu, 200 North Garden Ave., Suite A
Clearwater, FL 34615

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Donald C. Kropmeyer, 635 Cleveland St
Suite C, Clearwater, FL 34615

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] Boudewijn Van Rompay, President
SIGNATURE Typed or printed name and title
31/5/96 DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

(Registered Agent)

DATE 5-30-96

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

CR2ED45 (7-91)

FILING FEE: \$35.00

96 JUN -3 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA