

Carlton Fields Law Firm  
Requestor's Name

P.O. Drawer 190 224-1583

Address xxxxxxxxxx  
Nancy Hurd

Tallahassee, FL 32302-0190

City/State/Zip Phone #

Office Use Only

COMPANIES NAME(S) DOCUMENT NUMBER(S), (if known):

100001753031  
-03721756-01003-001  
\*\*\*\*122.50 \*\*\*\*122.50

1. AISA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 3/22

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> XX	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
56 MAR 28 PM 1:14  
RECEIVED  
96 MAR 21 PM 12:13  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

Examiner's Initials

6/23  
3/29/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
95-MAR 25 AM 9:45  
DIVISION OF CORPORATION

March 21, 1996

CARLTON FIELDS LAW FIRM  
P.O. DRAWER 190  
904 224-1585  
TALLAHASSEE, FL 32302-0190

SUBJECT: AISA, INC.  
Ref. Number: W96000006123

We have received your document for AISA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 096A00013038

ARTICLES OF INCORPORATION  
OF  
AISA INDUSTRIES, INC.

FILED

96 MAR 28 PM 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is AISA Industries, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 4340 48th Avenue South, St. Petersburg, Florida 33711.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is Robert T. Morris, and the name of its initial registered agent at that address is 4340 48th Avenue South, St. Petersburg, Florida 33711.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Robert T. Morris

4340 48th Avenue South  
St. Petersburg, Florida 33711

**ARTICLE VI**  
**Initial Director**

The corporation initially shall have one director, whose name and address is:

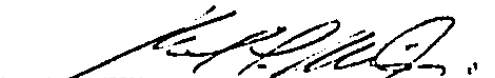
Name

Address

Robert T. Morris

4340 48th Avenue South  
St. Petersburg, Florida 33711

Dated this 25 day of March 1996.

  
Robert T. Morris, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 25 day of March 1996.

  
Registered Agent

FILED  
96 MAR 28 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000027344



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

WATERMASTER OF AMERICA, INC., a New York corporation qualified in  
Florida, document number P37246

INTO

**AISA INDUSTRIES, INC.**, a Florida corporation, P96000027344

File date: April 22, 1996

Corporate Specialist: Karen Gibson

P96000027344

OFFICE USE ONLY (Document #)

CARLTON FIELDS

(Requestor's Name)

Post Office Drawer 190

(Address)

Tallahassee FL 32302 224-1585

(City, State, Zip)

(Phone #)

Nancy Hurd

000001789270  
-04/22/96--01078--020  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WATERMASTER OF AMERICA, INC. P37246  
(Corporation Name) (Document #)
2. AISA INDUSTRIES, INC. P96000027344  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4/22 4:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF MERGER  
OF WATERMASTER OF AMERICA, INC.  
INTO AISA INDUSTRIES, INC.**

**ARTICLE I  
Names and Surviving Corporation**

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Watermaster of America, Inc.	New York
AISA Industries, Inc.	Florida

AISA Industries, Inc. shall be the surviving corporation.

**ARTICLE II  
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III  
Date of Adoption**

The date of adoption of the Plan of Merger by the sole shareholder and director of each corporation is:

<u>Name</u>	<u>Date of Adoption</u>
Watermaster of America, Inc.	April <u>18</u> , 1996
AISA Industries, Inc.	April <u>19</u> , 1996

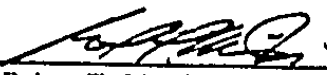
**FILED**  
96 APR 22 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

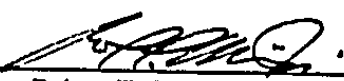
**ARTICLE IV**  
**Date Effective**

The merger shall be effective on the first day on which the Articles of Merger have been filed with the Florida Department of State and the Certificate of Merger has been filed with the New York Department of State.


Dated this 18 day of April, 1996.


**. WATERMASTER OF AMERICA, INC.**

By:   
Name: Robert T. Morris, Jr.  
Title: President

By:   
Name: Robert T. Morris, Jr.  
Title: Secretary

**AISA INDUSTRIES, INC.**

By:   
Name: Robert T. Morris, Jr.  
Title: President

By:   
Name: Robert T. Morris, Jr.  
Title: Secretary



STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 1996, by Robert T. Morris, Jr., as President and Secretary of Watermaster America, Inc., a New York corporation, on behalf of the corporation. He is personally known to me or has produced Id. Dr. Lis as identification and did (did not) take an oath.  
(type of identification)

My Commission Expires:



(AFFIX OFFICIAL SEAL)

(Signature)

Name:

(Legibly Printed)

Notary Public,  
State of

Serial No.,  
If Any:

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this \_\_\_ day of March, 1996, by Robert T. Morris, Jr., as President and Secretary of AISA Industries, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Id. Dr. Lis as identification and did (did not) take an oath.  
(type of identification)

My Commission Expires:



(AFFIX OFFICIAL SEAL)

(Signature)

Name:

(Legibly Printed)

Notary Public,  
State of

Serial No.,  
If Any:

**PLAN OF MERGER OF  
WATERMASTER OF AMERICA, INC.  
INTO  
AISA INDUSTRIES, INC.**

Watermaster of America, Inc., a New York corporation, and AISA Industries, Inc., a Florida corporation, hereby adopt the following plan of merger on the 18 day of April, 1996.

1. The name of each corporation planning to merge is:

Watermaster of America, Inc., a New York corporation

- AND -

AISA Industries, Inc., a Florida corporation

2. The name of the surviving corporation is: AISA Industries, Inc.

3. The terms and conditions of the proposed merger and the manner and basis of converting the shares of Watermaster of America, Inc., into shares of AISA Industries, Inc. is as follows:

On or after the effective date of the merger, the shareholders of the outstanding shares of common stock of Watermaster of America, Inc., upon surrender of the certificates representing such shares, shall receive a certificate for the same number of shares of AISA Industries, Inc. All rights with respect to shares of stock of Watermaster of America, Inc., as of the effective date of the merger, shall cease and terminate, notwithstanding that any certificate for such shares shall not have been surrendered to AISA Industries, Inc. On the effective date of the merger, each share of the outstanding common stock of Watermaster of America, Inc., shall be converted into one share of AISA Industries, Inc. common stock, \$1.00 par value.

4. The Articles of Incorporation and the Bylaws of AISA Industries, Inc., shall be the Articles of Incorporation of the surviving corporation. No amendments to the Articles of Incorporation will be made as a result of the merger.

5. The directors and officers of AISA Industries, Inc., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected and qualified.

**AISA INDUSTRIES, INC.,**  
a Florida corporation

By:   
Robert T. Morris, Jr.,  
its President

By:   
Robert T. Morris, Jr.,  
its Secretary

**WATERMASTER OF AMERICA, INC.**  
a New York corporation

By:   
Robert T. Morris, Jr.,  
its President

By:   
Robert T. Morris, Jr.,  
its Secretary

SENT BY: COMSEC ROOM

11-22-96 : 9:42AM : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT

11/22/96

11/22/96

FLORENCE DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

9:21 AM

P96000027344

((H96000016521 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT  
CONTACT: ANNE ELLIS  
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: AISA INDUSTRIES, INC.

AUDIT NUMBER.....H96000016521

DOC TYPE.....BASIC AMENDMENT

CHRT. OF STATUS..1

CHRT. COPIES.....1

PAGES..... 1

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EST.CHARGE.. \$96.25

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Lunde*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUDIT NO. H96000016521

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
AISA INDUSTRIES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, AISA Industries, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation is AISA Industries, Inc.

**ARTICLE II  
Text of Amendment**

Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

**ARTICLE I  
Name**

The name of the Corporation is Watermaster of America, Inc.

**ARTICLE III  
Date of Adoption**

The amendment was adopted on April 18, 1996.

**ARTICLE IV  
Manner of Adoption**

The amendment was duly approved by the sole shareholder of the Corporation, and therefore, the number of votes cast for the amendment was sufficient for approval.

Dated this 18 day of April, 1996.

**WATERMASTER OF AMERICA, INC.**

By: 

Robert T. Morris, President

Prepared by: Kevin H. Sutton, Esquire  
7946600.1 Carlton Fields  
One Harbour Place  
Tampa, FL 33602  
(813) 223-7000  
Fla. Bar No. 0009830

AUDIT NO. H96000016521

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96 NOV 22 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA