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FILED
TALLAHASSEE, FLORIDA

MARCH 25, 1996

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-03/21/96--01067--013
*****78.75 *****78.75

RE: Article of Incorporation - *A + HEATER SYSTEMS INC.*

Dear Sir/Madam:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of *A + HEATER SYSTEMS INC.*, which includes the designation and acceptance of registered agent along with the registered office for service of process, for filing in the office of the Secretary of State of Florida.

Also enclosed is our check in the amount of \$ 78.75 payment of the following:

Filing fee and certificate \$78.75

Would you please return to us any copies concerning this corporation etc. of this Incorporation as soon as possible.

Sincerely,

BARBARA GUIDI
511 12TH ST. N. BEACH
ST. AUGUSTINE, FLORIDA 32095

3/26/96
JB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

BARBARA GUIDI
511 12TH STREET NO. BEACH
ST. AUGUSTINE, FL 32095

SUBJECT: A-WATER SYSTEMS INC.
Ref. Number: W96000006615

We have received your document for A-WATER SYSTEMS INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00014019

ARTICLES OF INCORPORATION
OF

A - WATER SYSTEMS ~~INC.~~ AND TECHNOLOGY LLC

The undersigned subscriber to these articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is A - WATER SYSTEMS ~~INC.~~ AND TECHNOLOGY LLC

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to conduct process of service and to transact business in Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation;

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To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors or others as the board of directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes laws of the State of Florida; and to transact any and all lawful business.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of \$.01 par value common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 511 12TH ST. N. BEACH, ST. AUGUSTINE, FLORIDA 32095.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. 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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and the post offices address of the members of the first Board of Directors of this corporation are:

BARBARA GUIDI
511 12TH ST. N. BEACH
ST. AUGUSTINE, FLORIDA 32095

ARTICLE IX. SUBSCRIBER AND INCORPORATOR

The name and post office address of the subscriber of these articles of incorporation are: BARBARA GUIDI, 511 12TH ST. N. BEACH, ST. AUGUSTINE, FLORIDA 32095. The incorporator is specifically authorized by these articles to designate the initial registered office and agent.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 511 12TH ST. N. BEACH, ST. AUGUSTINE, FLORIDA 32095 and the name of the initial registered agent of this corporation at that address is BARBARA GUIDI.

ARTICLE XI. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of corporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stock holders, or any to or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrances of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stock holder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contact or other transaction between the corporation and one or more of its directors, or between the corporation and by any firm or which one or more of its directors are members or employees, or in such they are interested, or between the corporation and any corporation or association of which one or

more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law or statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to be interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XIII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board

of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by fifty-one percent of the stock entitled to vote thereon, unless all the directors and all intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 25th day of MARCH 1996.

Barbara Guidi
BARBARA GUIDI

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BARBARA GUIDI, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25th day of MARCH 1996.

Provided Florida Driver's License for proof of Identification.



Betty C. DeKay
Notary Public, State of Florida

My Commission expires:

Jan 3, '98

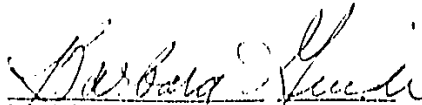
CERTIFICATE DESIGNATING REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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

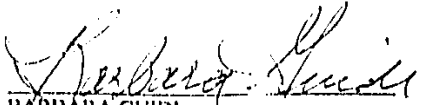
First, that *HEATER SYSTEMS INC.* (A AND TECHNICAL) desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 511 12TH ST. N. BEACH, ST. AUGUSTINE, FLORIDA 32095, has named BARBARA GUIDI, an individual resident of Florida having a business address of 511 12TH ST. N. BEACH, ST. AUGUSTINE, FLORIDA 32095, as its agent to accept service of process within Florida.

Dated this 25TH day of MARCH 1996


BARBARA GUIDI, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in the 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.

Dated this 25TH day of MARCH 1996


BARBARA GUIDI

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