

P960000 41343

May 7, 1996

Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314
Tel: 904 487-6052

FILED
MAY 9 1996
TALLAHASSEE, FLORIDA

To whom it may concern:

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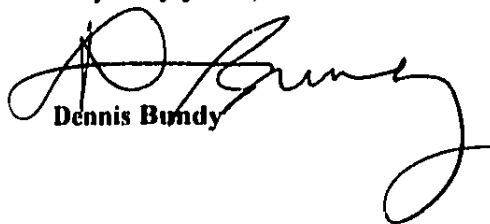
Enclosed herewith, please find the following:

1. Articles of Incorporation for American Filtration Corporation.
2. Check in the amount of \$122.50 representing filing fees, certified copy and designation of registered agent.

As soon a incorporation is completed, please mail certified copy to:

Dennis Bundy
c/o American Filtration Corporation
3101 S.W. 34th Avenue Suite 905-448
Ocala, Florida 34474

Very truly yours,


Dennis Bundy

**ARTICLES OF INCORPORATION
OF
AMERICAN FILTRATION CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does form a corporation for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is: **American Filtration Corporation**

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of filing these Articles of Incorporation.

**ARTICLE III
BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the State of Florida.

B. The Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

**ARTICLE IV
AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 10,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such considerations may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 3101 S.W. 34th Avenue, Suite 905-448, Ocala, Florida 34474 and the name of the initial registered agent at that address is Dennis Bundy.

ARTICLE VI BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial directors of the Corporation are:

Dennis Bundy	3101 S.W. 34th Avenue, Suite 905-448 Ocala, Florida 34474
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B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at that annual meeting of shareholders to be held at the time and place prescribed in the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, and such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new name.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be designated to an Executive Committee.

ARTICLE VII OFFICERS

A. Officers of the Corporation shall consist of a President as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The name and office of the first officers, who shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified are:

Dennis Bundy, President

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these Articles is:

Dennis Bundy
3101 S.W. 34th Avenue, Suite 905-448
Ocala, Florida 34474

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address for the above corporation is as follows:

3101 S.W. 34th Avenue, Suite 905-448
Ocala, Florida 34474

**ARTICLE X
INDEMNIFICATION**

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in their performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter which any settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

**ARTICLE XI
MISCELLANEOUS**

A. Other Offices, Agencies and Branches.
The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or outside the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of May, 1996.


Dennis Bundy

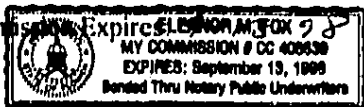
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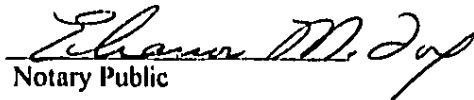
STATE OF FLORIDA
COUNTY OF MARION

I, HEREBY CERTIFY that before me the undersigned authority this day personally appeared Dennis Bundy and known to me to be the person described in and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Ocala, Florida this 7 day of MAY, 1996.

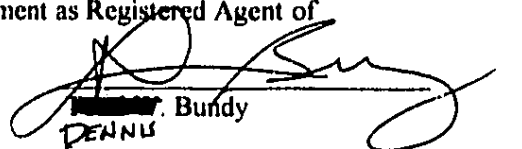
My Commission Expires




Notary Public

I, Dennis Bundy, hereby accept appointment as Registered Agent of American Filtration Corporation.

STATE OF FLORIDA
COUNTY OF MARION


Dennis Bundy
FLA DRIVERS LICENSE
#B530-170-44-015-D

I, HEREBY CERTIFY that before me the undersigned authority this day personally appeared Dennis Bundy to me known and known to me to be the person described in and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Ocala, Florida this 7 day of MAY, 1996.

My Commission Expires: 9-13-98


Notary Public

