

*P96000041816*

5/15/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

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((H96000006884))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ATLAS, PEARLMAN, TROP & HORNSEN, P.A.  
PO BOX 14610

FT LAUDERDALE FL 33302-4610-0000

FAX: (904) 922-4000

CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

((H96000006884))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AQUAGENIX GOVERNMENTAL SERVICES, INC.

FAX AUDIT NUMBER: H96000006884

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/15/1996

TIME REQUESTED: 12:53:44

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076247002423

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PAGE 8/10

ID: B647BB7880

MAY-15-96 13:26 FROM: ATLAS PEARLMAN PA

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96 MAY 15 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 15 PM 2:10

RECEIVED

H96000006884

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAY 15 PM 5:03

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**ARTICLES OF INCORPORATION**  
**OF**  
**AQUAGENIX GOVERNMENTAL SERVICES, INC.**

The undersigned, a natural person competent to contract, does hereby make,  
subscribe and file these Articles of Incorporation for the purpose of organizing a  
corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: **AQUAGENIX GOVERNMENTAL  
SERVICES, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 6500 Northwest  
15th Avenue, Ft. Lauderdale, FL 33309.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall  
be to engage in any and all lawful business permitted under the laws of the United  
States and the State of Florida.

H96000006884

ROXANNE K. BEILLY, ESQ. #851450  
Atlas, Pearlman, Trop & Borkson  
200 E. Las Olas, Ste. 1900  
ft. Lauderdale, FL 33301  
(954) 766-7843

H96000006884

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue and have outstanding at any one time the maximum number of One Thousand (1,000) shares of Common Stock having a par value of \$.0001 per share.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

---

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.  
c/o Atlas, Pearlman, Trop & Borison, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, FL 33301

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the Initial Directors of this Corporation are:

Andrew P. Chesler  
6500 NW 18th Avenue  
Ft. Lauderdale, FL 33309

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The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Richard P. Cusson, 8500 Northwest 15th Avenue, Ft. Lauderdale, FL 33309.

**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 14th day of May, 1988.

H96000006884

  
Richard P. Cusson, Incorporator

H96000006884

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

AQUAGENIX GOVERNMENTAL SERVICES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 6500 Northwest 15th Avenue, Ft. Lauderdale, FL 33309, has named South Florida Registered Agents, Inc., whose address is c/o Atlas, Pearلمان, Trop & Borkeon, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

**SOUTH FLORIDA REGISTERED AGENTS, INC.,  
a Florida corporation**

By: 

Kathy Rader, President

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TALLAHASSEE, FLORIDA

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96 JUN 13 AM 11:57

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FILED  
96 JUN 13 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN-13-96 11:35 FROM: ATLAS PEARLMAN PA

ID: 8847887888

PAGE 3/3

6/13/96

FLORIDA DIVISION OF CORPORATIONS

11:16 AM

PUBLIC ACCESS SYSTEM

((H96000008239))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT LAUDERDALE FL 33302-4610

CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

((H96000008239))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: AQUAGENIX GOVERNMENTAL SERVICES, INC.

FAX AUDIT NUMBER: H96000008239

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/12/1996

TIME REQUESTED: 15:02:00

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

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ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076247002423

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6/13/96

FLORIDA DIVISION OF CORPORATIONS

11:16 AM

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((H96000008239))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

DEPARTMENT OF STATE

PO BOX 14610

STATE OF FLORIDA

Correspondence - misc  
Linda



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

June 13, 1996

AQUAGENIX GOVERNMENTAL SERVICES, INC.  
6500 NORTHWEST 15TH AVENUE  
FT. LAUDERDALE, FL 33309

SUBJECT: AQUAGENIX GOVERNMENTAL SERVICES, INC.  
REF: F96000041816

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The audit fax number listed on the articles of amendment was previously used to file the original articles of incorporation. Please generate a new audit fax number and resend the articles of amendment.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: 896000006884  
Letter Number: 596A00029486

FILED

96 JUN 13 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AQUAGENIX GOVERNMENTAL SERVICES, INC.**

Pursuant to Section 607.1000 of the Business Corporation Act of the State of Florida, the undersigned President of AQUAGENIX GOVERNMENTAL SERVICES, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Sole Shareholder and Sole Director of said Corporation dated May 28, 1996, the Shareholder and Director approved the amendment to the Corporation's Articles of Incorporation as follows:

Article IV of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue and have outstanding at any one time the maximum number of One Thousand (1,000) shares of Common Stock having a par value of \$.01 per share.

The foregoing amendment was adopted by the Sole Director of the Corporation pursuant to Unanimous Written Consent of the Board of Directors on May 28, 1996, and by the Sole Shareholder of the Common Stock of the Corporation acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act, which shares consenting and voted at such meeting represented all of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore, the number cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of May 28, 1996.

**AQUAGENIX GOVERNMENTAL SERVICES, INC.**

By: 

Andrew P. Chesler, President

ROXANNE K. BEILLY, ESQ., FL BAR # 851450  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (954) 763-1200



**P96000041816**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**AQUATIC DYNAMICS, INC., an Arizona corporation not qualified in Florida**

**INTO**

**AQUAGENIX GOVERNMENTAL SERVICES INC. which changed its name to  
AQUAGENIX LAND-WATER TECHNOLOGIES OF ARIZONA, INC., a Florida  
corporation, P96000041816**

**File date: December 11, 1996**

**Corporate Specialist: Linda Stitt**

P96000041816

DEC-10-96 10:31 FROM: ATLAS PEARLMAN TROP & BORKSON ID: 4747557000 4/4

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 523-1952

NAME: AQUAGENIX GOVERNMENTAL SERVICES, INC.

AUDIT NUMBER.....H96000017307

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
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12/10/96

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((H96000017307 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 523-1952

NAME: AQUAGENIX GOVERNMENTAL SERVICES, INC.

AUDIT NUMBER.....H96000017307

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

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Linda

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FILED  
96 DEC 11 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4834.01

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**ARTICLES OF MERGER**

**OF**

**AQUAGENIX GOVERNMENTAL SERVICES, INC.**  
an Florida corporation

**and**

**AQUATIC DYNAMICS, INC.**  
an Arizona corporation

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96 DEC 11 PM 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Arizona General Corporation Law and the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The plan of merger is as follows:

1. **Merger.** AQUAGENIX GOVERNMENTAL SERVICES, INC. ("AGS"), a Florida corporation, shall be merged with AQUATIC DYNAMICS, INC., ("ADI"), an Arizona corporation (AGS and ADI shall collectively be referred to herein as the "Constituent Corporations") (the "Merger"), and AGS shall be the surviving corporation (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Corporation Commission of the State of Arizona and the Secretary of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation following the Effective Date shall be hereby amended so as to change the name of the Surviving Corporation to "AQUAGENIX LAND-WATER TECHNOLOGIES OF ARIZONA, INC." All other provisions of said Articles of Incorporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, AGS shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of ADI, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Transfer of Assets and Liabilities.** On the Effective Date, the rights, privileges, powers and franchises, both of a public as well as of a private nature, of each of the Constituent Corporations shall be vested in and possessed by the Surviving Corporation, subject to all of the disabilities, duties and

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CHARLES E. PEARLMAN, ESQ. - FL BAR # 235547  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
(954) 763-1200

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restrictions of or upon each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of the Constituent Corporations; and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to each of the Constituent Corporations on whatever account, and all things in action or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the liabilities of the Constituent Corporations and of their shareholders, directors and officers shall not be affected and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place except as they may be modified with the content of such creditors, and all debts, liabilities and duties of or upon each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each share of Common Stock of ADI issued and outstanding immediately prior thereto shall be changed and converted into shares of Common Stock of Aquagenix, Inc., which corporation owns all of the issued and outstanding capital stock of AGS. The shares of Common Stock of AGS issued and outstanding immediately prior to thereto shall remain and constitute the only AGS shares of Common Stock issued and outstanding.

**SECOND:** The Effective Date of the Merger is the date these Articles of Merger are filed with the Secretary of State of the State of Florida and Corporate Commissioner of the State of Arizona.

**THIRD:** The Agreement and Plan of Merger was unanimously adopted by the Board of Directors and sole shareholder of AGS, a Florida corporation, on the 7th day of December, 1996, and was unanimously adopted by the Board of Directors and all of the shareholders of ADI, an Arizona corporation, on the 7th day of December, 1996.

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Signed this 7th day of December, 1996.

**AQUAGENIX GOVERNMENTAL SERVICES,  
INC.**  
an Florida corporation

By: Andrew Chesler  
Andrew Chesler, President

**AQUATIC DYNAMICS, INC.**  
an Arizona corporation

By: Pat Church  
Name: Pat Church  
Title: President

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