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TRANSMITTAL LETTER

96 JUN -5 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

000001852620  
-06/05/96--01112--008  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT SAFE WATER SYSTEMS, INC.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
6-3-96

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\_ \$70.00    \_ \$78.75    X \$122.50    \_ \$131.25

FROM: JAMES SHETZLINE  
3066 PRESCOTT FALLS DRIVE  
JACKSONVILLE, FL 32224  
(904)992-8750

NOTE: Please provide the original and one copy of the articles.

8/4/96

ARTICLES OF INCORPORATION  
OF  
SAFE WATER SYSTEMS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SAFE WATER SYSTEMS, INC.

ARTICLE II - TERM OF EXISTENCE and EFFECTIVE DATE

The period of duration of the corporation is perpetual. The effective date of incorporation is to be June 3, 1996.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 3066 Prescott Falls Drive, Jacksonville, FL 32224. The name of the initial registered agent and address of the registered agent for the corporation is James Shetzline, 3066 Prescott Falls Drive, Jacksonville, FL 32224.

**ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of one (1) member who needs not be a resident of the State of Florida or a shareholder of the corporation.

**ARTICLE VII - INITIAL DIRECTORS**

The name and address of the person who shall serve as sole Director until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Shetzline	3066 Prescott Falls Drive Jacksonville, Florida 32224

The Directors shall be elected in accordance with the By-laws of the corporation.

**ARTICLE VIII - INCORPORATORS**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Shetzline	3066 Prescott Falls Drive Jacksonville, Florida 32224

#### **ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.


#### **ARTICLE XI - CUMULATIVE VOTING**

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

## ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 3rd day of June 1996.

  
James Shetzline

**STATE OF FLORIDA**

**COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 210 day of June, 1996, by James Shetzline who is personally known to me or produced Florida Power & Light as identification.

  
Notary Public, State of Florida

Name of Notary Public Typed,  
Printed or Stamped

My commission



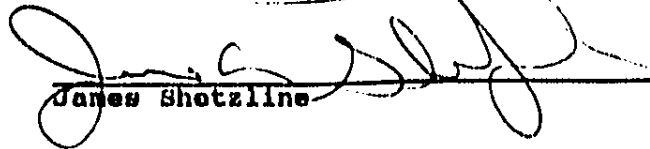
WILLIAM C A MOULDER  
 40163 EXPIRES  
 January 20, 1968  
 BOMCO D THRU TROY FARM INSURANCE, INC.

**FILED**

**ACCEPTANCE OF REGISTERED AGENT**

96 JUN -5 AM 10:50

I hereby accept designation as registered agent, **SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**  
WATER SYSTEMS, INC.

  
James Shotzline