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BECKER & POLIAKOFF, P.A.

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Sarasota, Florida 34236

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Florida Offices

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International Offices

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland

Reply To:

Edward C. Wilson

July 15, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001898525
-07/18/96--01084--017
*****122.50 *****122.50

Re: Incorporation Certificate

Dear Sir:

Enclosed please find a check made payable to the Secretary of State for \$122.50 together with the original executed Articles of Incorporation and Acceptance of Designation of Registered Agent for Stormwater Management Resource Technologies, Inc. Please file the corporate documents and return a Certificate upon completion. A self-addressed stamped envelope is enclosed for your convenience.

Thank you for your cooperation.

Very truly yours,

Edward C. Wilson

Edward C. Wilson
For the Firm

ECW/ka
Enclosures

JUL 22 1996

BSB

FILED
96 JUL 18 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BECKER & POLIAKOFF, P.A.

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
EDWARD C. WILSON, ESQ.
BECKER & POLIAKOFF, P.A.
630 SOUTH ORANGE AVENUE
SARASOTA, FLORIDA 34236

FILED

96 JUL 18 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

STORMWATER MANAGEMENT RESOURCE TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation, who is a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is "STORMWATER MANAGEMENT RESOURCE TECHNOLOGIES, INC." The street and mailing address of the principal office is 7945 Palmer Boulevard, Sarasota, FL 34240.

ARTICLE II

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at \$1.00 par value.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the

corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the acquisition of the shares, the stockholder shall have the right to dispose of his shares as he may see fit, provided the transfer is in accordance with these Articles and applicable law.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation, or written statement confirming issuance of shares in lieu of a stock certificate, shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE III

EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of corporate existence for the entity formed by these Articles shall be the date of filing with the Florida Department of State, and this corporation is to exist perpetually thereafter.

ARTICLE IV

REGISTERED OFFICE

AND REGISTERED AGENT

The name of the initial registered agent of this corporation is Becker & Pollakoff, P.A., and the initial registered office is located at 630 South Orange Avenue, 3rd Floor, Sarasota, FL 34236.

ARTICLE V

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the procedures set forth in the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Patrick S. Collins	7945 Palmer Boulevard Sarasota, Florida 34240

Directors of this corporation may take action by written consent as provided by law.

ARTICLE VI **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Patrick S. Collins	7945 Palmer Boulevard Sarasota, Florida 34240

ARTICLE VII

BYLAWS

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set

forth in the Bylaws.

ARTICLE VIII

AMENDMENTS

These Articles may be amended by action or vote of a majority of the Board of Directors, provided, however, shareholder approval shall be obtained when required by law from time to time.

ARTICLE IX

INDEMNIFICATION

Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

Expenses. To the extent that a director, officer or committee member of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IX, or as otherwise permitted by law.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether the corporation would have the power to

Indemnify him against such liability under the provisions of this Article or not. Notwithstanding anything in this Article IX to the contrary, the provisions herein provided for indemnification shall be applicable only to the extent insurance coverage does not apply or is insufficient.

Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE X

SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or are directors or officers of such other corporation or principal of such other entity, and any director or directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity without regard to the

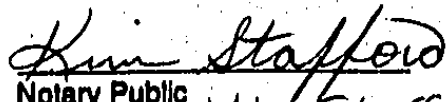
fact that he is also a director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15 day of July, 1996.

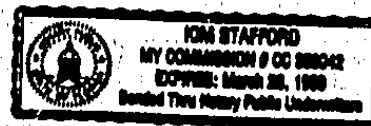

PATRICK S. COLLINS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of July, 1996, by PATRICK S. COLLINS, who is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.


Notary Public
Printed Name Kim Stafford
State of Florida

My Commission Expires _____



**ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT
FOR STORMWATER MANAGEMENT
RESOURCE TECHNOLOGIES, INC.**

FILED
96 JUL 18 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated above, I hereby certify that I am familiar with and accept the duties, responsibilities and obligations as registered agent for said corporation and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 15th day of July, 1996.

BECKER & POLIAKOFF, P.A.


BY: Edward C. Wilson, Attorney/ Agent