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JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREBLAND

July 17, 1996

A.H. LANE (ATTORNEY)

IN REPLY REFER TO:

Lakeland

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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-07/19/96--01038--007
*****122.50 *****122.50

Re: AQUA MATE WATER TREATMENT, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as AQUA MATE WATER TREATMENT, INC. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941)284-2208.

Thanking you for your usual cooperation, I am

Yours very truly,

John A. Altaway, Jr.

JAA/lw
Enclosures
cc: Mr. Alton D. Rochester
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SN JUL 22 1996

ARTICLES OF INCORPORATION

OF

AQUA MATE WATER TREATMENT, INC.

EXECUTIVE DATE
July 11, 1996

FILED
96 JUL 19 AM 11:22
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is AQUA MATE WATER TREATMENT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is 1526 Commercial Park Drive, Suite 4, Lakeland, Florida 33801.

ARTICLE III. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1526 Commercial Park Drive, Suite 4, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that office is Alton D. Rochester.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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

ALTON D. ROCHESTER
1526 Commercial Park Drive, Suite 4
Lakeland, Florida 33801

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

ALTON D. ROCHESTER
1526 Commercial Park Drive, Suite 4
Lakeland, Florida 33801

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17 day of July, 1996.

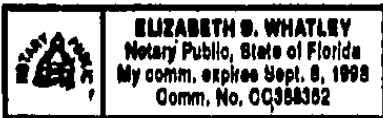

ALTON D. ROCHESTER

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 17th day of July, 1996, by ALTON D. ROCHESTER, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(Affix notarial seal)



Elizabeth S. Whatley
NOTARY PUBLIC

Elizabeth S. Whatley
(Type or Print Name of Notary)

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as Registered Agent for AQUA MATE WATER TREATMENT, INC., hereby accepts such appointment this 17 day of July, 1996.

Alton D. Rochester
ALTON D. ROCHESTER

FILED
96 JUL 19 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA