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PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 160229 10655A

AUTHORIZATION *Patricia Pygitt*
COST LIMIT : \$ 70.00

ORDER DATE : November 19, 1996

ORDER TIME : 12:26 PM

ORDER NO. : 160229-005

CUSTOMER NO: 10655A

CUSTOMER: Shari Streit Jansen, Esq
SHARI STREIT JANSEN, P.A.

1037 North Washington Boulevard

Sarasota, FL 34236

EFFECTIVE DATE

11.14.96

FILED
96 NOV 19 AM 11:55
TALLAHASSEE, FL
STATE

100002008861--2

DOMESTIC FILING

NAME: RED TIDE FILTER COMPANY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
96 NOV 19 PM 1:45
DIVISION OF CORPORATIONS

KR
11-20-96

EFFECTIVE DATE
11/14/96

ARTICLES OF INCORPORATION
OF
RED TIDE FILTER COMPANY, INC.

FILED
95 NOV 19 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is RED TIDE FILTER COMPANY, INC. the actual street address and mailing address is 8440 Sanderling, Sarasota, Florida 34242.

ARTICLE II. DURATION

The Corporation shall have a perpetual existence and shall commence on November 14, 1996.

ARTICLE III. PURPOSE

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:

- a) To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.
- b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.
- c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws.

e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Corporation Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share

ARTICLE V. DIVIDENDS

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof as is permitted by corporate law, for the purchase or acquisition of shares, voting trust

certificates for shares, bonds debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be at 1037 N. Washington Blvd., Sarasota, Florida 34236.

The initial registered agent of this Corporation at that office shall be Shari Streit Jansen, Esq.

ARTICLE VII. DIRECTORS

The initial Board shall consist of one Director and the name and address of the person who shall serve as Director is as follows:

PAMELA BARRON WILLIAMS
8440 Sanderling

Sarasota, Fl 34242

ARTICLE VIII. MAJORITY CONSENT VOTING

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of the outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to non-consenting stockholders by mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.

ARTICLE IX. AMENDMENTS

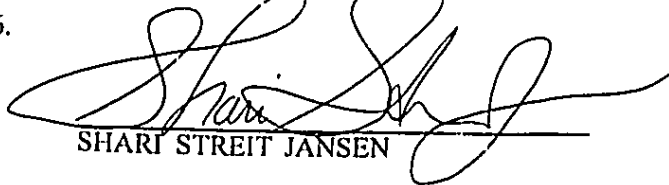
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote,

unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is SHARI STREIT JANSEN, Post Office Box 49974, Sarasota, FL 34230.

The undersigned, as Incorporator has executed the foregoing ARTICLES OF INCORPORATION on November 12, 1996.


SHARI STREIT JANSEN

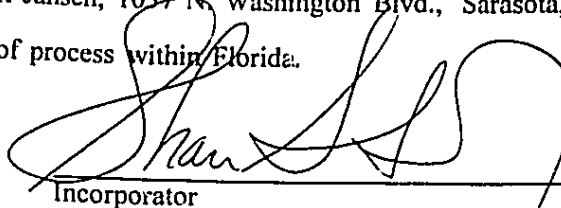
CERTIFICATE DESIGNATING REGISTERED AGENT

AND ACCEPTANCE OF REGISTERED AGENT

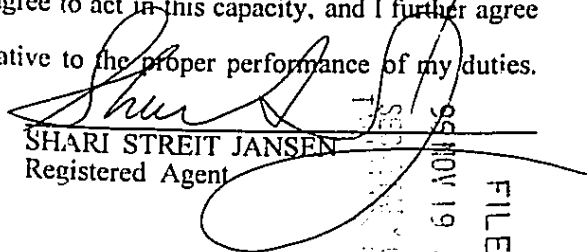
In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST, that RED TIDE FILTER COMPANY, INC desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8440 Sanderling, Sarasota, FL 34242 and has named Shari Streit Jansen, 1037 N. Washington Blvd., Sarasota, Florida 34236, as its agent to accept service of process within Florida.

Dated: November 12, 1996


Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


SHARI STREIT JANSEN
Registered Agent

FILED
NOV 19 AM 11:55
STATE
FLORIDA