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RAYMOND RIPLEY, JR.  
-- ACCOUNTANTS, INC. --

235 Northeast 6th Avenue  
Post Office Box 807  
Delray Beach, Florida 33447  
Telephone: (407) 272-7424 (407) 734-4454

Enrolled to Practice Before the  
Internal Revenue Service

FILED  
96 DEC 18 AM 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/18/96-01049--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

December 6, 1996

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
AQUA BIO TECHNOLOGIES OF THE PALM BEACHES, INC.

Gentlemen:

Enclosed are the notarized Articles of Incorporation for AQUA BIO TECHNOLOGIES OF THE PALM BEACHES, INC. the Articles of Incorporation, and a check for \$ 70.00 to cover the various filing fees. Please accept these Articles of Incorporation for filing and assign the corporation a charter number.

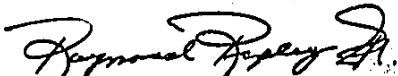
You may send the dated copy of the articles to:

Raymond Ripley, Jr.  
235 Northeast 6th Avenue  
Delray Beach, Florida 33483

Thank you for your help.

Sincerely,

RAYMOND RIPLEY, JR., ACCOUNTANTS, INC.



Raymond Ripley, Jr.

nc 12/18/96

ARTICLES OF INCORPORATION

OF

AQUA BIO TECHNOLOGIES OF THE PALM BEACHES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 18 AM 10:18

FILED

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation is AQUA BIO TECHNOLOGIES OF THE PALM BEACHES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in, acquire, own, control, and transact any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock at a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 2755 S. Federal Hwy, Ste. 15, Boynton Beach, Florida, 33435 and the name of the initial registered agent of the corporation shall be Debbie L. Blain, 2755 S. Federal Hwy, Ste 15, Boynton Beach, Florida 33435

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS/INCORPORATORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws of the Corporation. The name and street address of the initial member of the Board of Directors and Incorporators is:

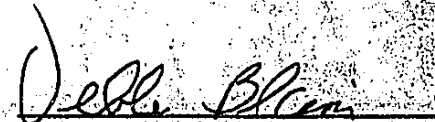
Name

Debbie L. Blain

Address

2755 S. Federal Hwy, Ste 15  
Boynton Beach, Fl. 33435

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6th day of December, 1996. This corporation shall be effective on filing of these Articles of Incorporation with the Secretary of State.




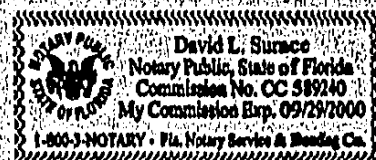
Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of December, 1996.

  
Notary Public  
My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

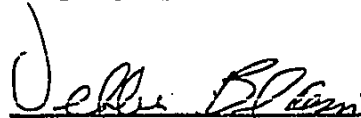
In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

AQUA BIO TECHNOLOGIES OF THE PALM BEACHES INC.

desiring to organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation, in the  
County of Palm Beach, State of Florida, has named Debbie L. Blain,  
located at 2755 S. Federal Highway, Ste 15, Boynton Beach, Florida,  
33435, as it's agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
stated corporation at the place designated in this Certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Debbie L. Blain

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 18 AM 10:18

FILED