

A. PAUL MOLLÉ
ATTORNEY AT LAW
9951 Seminole Boulevard
Seminole, FL 34612

TELEPHONE (813) 293-4442

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December 7, 1996

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

RE: REGISTRATION OF ARTICLES OF INCORPORATION FOR:
PROTEC SERVICES OF TAMPA, Inc. and PROTEC SYSTEMS, Inc.
Water

Dear Sir or Madame:

Enclosed please find a notarized copy of the Articles of Incorporation, together with two checks, each in the amount of \$122.50 to cover the filing costs and registration fees of the above-referenced incorporations.

If all is in order, please send me a certificate by return mail.

Your prompt attention to this matter will be appreciated.

Very truly yours,

A. Paul Mollé

A. Paul Mollé

APM/blw
Enclosures

*George S. Pellington gave
auth by phone to correct
the names. 1-13-97
DNC*

FILED
97 JAN 13 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROTEC ENGINEERING, INC.

Process Technology and Water Systems Specialists 

January 14, 1997

Ms. Doris McDuffy
Florida State Department
Division of Corporations
Tallahassee, Florida

Re: PROTEC SYSTEMS INTERNATIONAL, INC.
PROTEC WATER SERVICES OF TAMPA, INC.

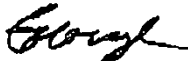
Dear Doris:

First, I want to thank you for your assistance in clarifying our applications for the two above referenced corporations. Your courtesy and willingness to help is most appreciated.

Please let me know if you need anything further from me at this time. I understand that you will be returning to me uncanceled the last check sent to your office, along with the revised papers of incorporation for the two above referenced entities.

Thank you again for your most valued assistance.

Very truly yours,



George S. Pellington

ARTICLES OF INCORPORATION

OF

PROTEC WATER SERVICES OF TAMPA, INC.

FILED
97 JAN 13 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be, PROTEC WATER SERVICES OF TAMPA, INC., 2304 Oxford Court, Safety Harbor, Fl 34695 with a mailing address of P.O. Box 946, Safety Harbor, Florida 34695.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 6,000 shares of common stock, at One Dollar (\$1.00) par value, per share.

ARTICLE V - SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
ROGER J. BEUC	2912 W. Wallcraft Ave. Tampa, Florida 33611	33 1/3%
GEORGE S. PELLINGTON	2304 Oxford Court Safety Harbor, Florida 34695	33 1/3%

JEFFREY K. REARICK

1701 Bermuda Court
Safety Harbor, Florida 34695

33 1/3%

ARTICLE VI - REGISTERED AGENT

The initial registered office of this corporation is: 2304 Oxford Court, Safety Harbor, Florida 34695. The name of the initial registered agent at such address is: **George S. Pellington**. The address of the principal office of the corporation is the same.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of outstanding, common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Fifty-one percent (51%) of the shares entitled to vote shall constitute a quorum at a meeting of shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others. This right shall be deemed waived by any shareholder who does not exercise it and pay for the pre-emptive shares within thirty (30) days of receipt of a notice, in writing, from the corporation, stating the prices, terms and conditions of the issuance off shares and inviting them to exercise their pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Additionally, any shareholder who desires to sell his or her shares shall first

offer said shares for sale back to the corporation and each share of stock that is issued from the corporation shall carry on its face a notation to this effect.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or decreased from time to time by amendment of by-laws of the corporation in a manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

ROGER J. BEUC	2912 W. Wallcraft Ave., Tampa, Florida 33611
GEORGE S. PELLINGTON	2304 Oxford Court, Safety Harbor, FL 34695
JEFFREY K. REARICK	1701 Bermuda Court, Safety Harbor, FL 34695

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

ROGER J. BEUC	2912 W. Wallcraft Ave., Tampa, Florida 33611
GEORGE S. PELLINGTON	2304 Oxford Court, Safety Harbor, FL 34695
JEFFREY K. REARICK	1701 Bermuda Court, Safety Harbor, FL 34695

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII - BY LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special


meeting.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 21st day of December, 1996.

PROTEC WATER SERVICES OF TAMPA, INC.


GEORGE S. PELLINGTON, Director


ROGER J. BEUC, Director


JEFFREY K. REARICK, Director

STATE OF FLORIDA)

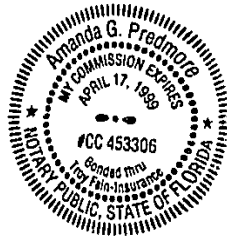
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ROGER J. BEUC, GEORGE S. PELLINGTON and JEFFREY K. REARICK to me well known or having produced their Florida Drivers License to prove that they are the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before

me that they executed the same for the purposes therein expressed.

WITNESS, my hand and official seal, in the State and County named above, this
21st day of December, 1996.

My Commission Expires:



Amanda G. Predmore
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation,
at the place designated above, I HEREBY AGREE TO ACT in this capacity, and agree
to comply with the provisions of all statutes relative to the complete performance of my
duties.

DATED: 12/21/96

George S. Pellington
GEORGE S. PELLINGTON
2304 Oxford Court
Safety Harbor, Florida 34695
(813) 726-6787