

C.L. HENF, P.A.
CERTIFIED PUBLIC ACCOUNTANT

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January 15, 1997

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

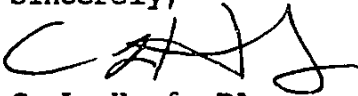
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Dear Sir/Madam:

Enclosed are completed Articles of Incorporation for
Pro Soft Water Conditioning, Inc. and a check payable to the
Secretary of State in the amount of \$122.50 for the
associated filing fees.

Should you require any additional information, please do
not hesitate to contact me.

Sincerely,



C. L. Henf, PA
Certified Public Accountant

CLH:js

Encls.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Pro Soft Water Conditioning, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities or business under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 14325 80th Avenue, Sebastian, FL 32958, and the name of the initial registered agent of this corporation at the address is Robert Green. In addition the principal office is located at 14325 80th Avenue, Sebastian, FL 32958.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The name and address of the initial director is:

Robert Green
14325 80th Avenue
Sebastian, FL 32958

ARTICLE VIII - INCORPORATOR

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

Robert Green
14325 80th Avenue
Sebastian, FL 32958

ARTICLE IX - INDEMNIFICATION

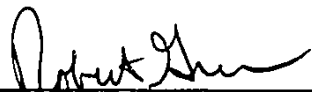
The corporation shall indemnify any Officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation in the date of signing.

Dated: January 15, 1997


Robert Green
Incorporator

Certificate designating place of business or domicile for service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

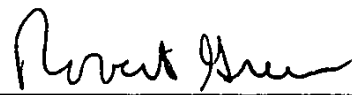
First that Pro Soft Water Conditioning, Inc. desiring to organize or qualify under the laws of the State of Florida has named Robert Green of 14325 80th Avenue, Sebastian, FL 32958 as it's agent to accept service of process within Florida.

Dated: January 15, 1997


Robert Green
Incorporator

Having been named to accept service of process for the above stated Corporation, Robert Green of 14325 80th Avenue, Sebastian, FL 32958 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.

Dated: January 15, 1997


Robert Green

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA