

DAVID R. FLETCHER

Counselor at Law

Bar Designated:
Immigration/Naturalization

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January 28, 1997

P970000 10843

Secretary of State
The Capitol
Tallahassee, Florida 32302

Re: GLACIER BAY WATER SYSTEMS, INC.

200002075192--9
-01/31/97--01101--009
***122.50 ***122.50

Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation of the above-captioned corporation. I have also enclosed my firm check in the amount of \$122.50 for the required filing fee. Please process these as soon as possible and return a conformed file copy.

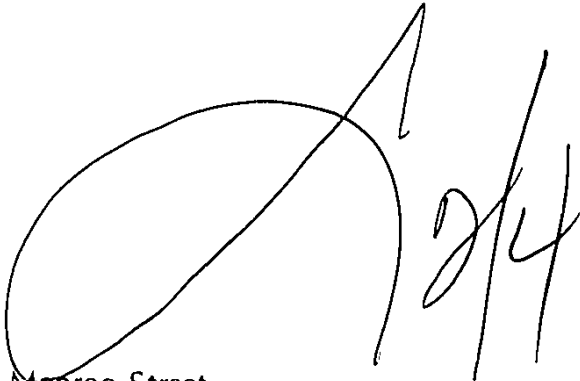
Thank you for your attention to this matter.

Sincerely,



David R. Fletcher

DRF/jj
Enclosures



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STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

GLACIER BAY WATER SYSTEMS, INC.

I - NAME

The name of this corporation is:

GLACIER BAY WATER SYSTEMS, INC.

II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

III - GENERAL PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of stock of the par value of One and 00/100 Dollars (\$1.00) each, which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata 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 - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 541 East Monroe Street, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Cora Gocht
541 East Monroe Street
Jacksonville, Florida 32202

Hagen Gocht
541 East Monroe Street
Jacksonville, Florida 32202

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David R. Fletcher
541 East Monroe Street
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 541 East Monroe Street, Jacksonville, Florida, and the name of the initial registered agent of this corporation at that address is David R. Fletcher, P. A.

ARTICLE XII - AMENDMENT

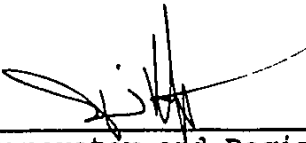
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

CERTIFICATION AND ACCEPTANCE OF DESIGNATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of my duties and accept the obligations therein.



Incorporator and Registered Agent

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TALLAHASSEE FLORIDA