

P97000013704

FEB-11-97 14:48 FROM: DESANTIS, GASKILL & HUNSTON, P.A. ID: 581 822 2841 PAGE 1/4

2/11/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:40 AM

((H97000002452 5))

TO: DIVISION OF CORPORATIONS , FAX #: (904)922-4001
FROM: DESANTIS, GASKILL & HUNSTON, P.A. ACCT#: 073447002234
CONTACT: MIKKI MARKO
PHONE: (407)622-2700 FAX #: (407)622-2841

NAME: CLEARWATER TECHNOLOGIES OF PALM BEACH, INC.
AUDIT NUMBER.....H97000002452
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ALT-F10 HELP * ANSI-BBS * FDX * 2400 E71 * LOG CLOSED * PRT OFF * CR * CR

RECEIVED
97 FEB 11 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 11 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/12/97

Fax Audit No. H97000002452

grout\corp\cv-ph.art

ARTICLES OF INCORPORATION
OF
CLEARWATER TECHNOLOGIES OF PALM BEACH, INC.

ARTICLE I. NAME

The name of this corporation shall be

CLEARWATER TECHNOLOGIES OF PALM BEACH, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares common capital stock at \$1.00 par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of common stock.

DeSantis, Gaskill,
Smith & Sherman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Conrad J. DeSantis, Esq./FL Bar No. 0126858
561-622-2700

Fax Audit No. H97000002452

FILED
97 FEB 11 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H97000002452

- B. 1. As indicated above, the number of members of the Board of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

John Grout
553 Greenway Drive
North Palm Beach, FL 33408

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, the address of this corporation's initial registered office, and the name of the individual who shall serve as this corporation's initial registered agent at that address is:

Steven L. Robbins, Esq.
c/o DeSantis, Gaskill, et al.
11891 U.S. Highway One
North Palm Beach, FL 33408

DeSantis, Gaskill,
Smith & Sherman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Conrad J. DeSantis, Esq./FL Bar No. 0126858
561-622-2700

Fax Audit No. H97000002452

Fax Audit No. H97000002452

ARTICLE I. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

John Grout
553 Greenway Drive
North Palm Beach, FL 33408

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

John Grout - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of CLEARWATER TECHNOLOGIES OF PALM BEACH, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.

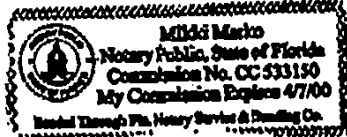
Steven L. Robbins - Registered Agent

State of FLORIDA
County of PALM BEACH

On February 10, 1997 Steven L. Robbins, designated above as the individual who shall serve as the corporation's initial registered agent and John Grout, the corporation's incorporator, who are personally known to me or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation.

Willie Marks, Notary Public, Commission No. _____

(Name of Notary printed, typed or stamped)



Notarial Seal]

DeSantis, Gaskill,
Smith & Sherman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Conrad J. DeSantis, Esq./FL Bar No. 0126858
561-622-2700

Fax Audit No. H97000002452

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 11 PM 4:45

FILED