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B. BRUCE BRASHEAR  
Counselor At Law

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Tallahassee, FL 32301  
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FILED  
97 FEB 26 PM 2:53  
TALLAHASSEE, FLORIDA

February 25, 1997

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/26/97--01093--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ENERGY RECOVERY SYSTEMS OF NORTH FLORIDA, INC.

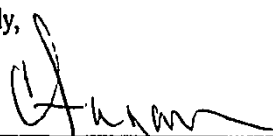
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

|   |          |
|---|----------|
| Filing Fee                                  | \$ 35.00 |
| Certificate Designating Resident Agent      | 35.00    |
| Certified Copy of Articles of Incorporation | 52.50    |

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant  
to Bruce Brashear, Esq.

Enclosures

2/26  
3:497

**ARTICLES OF INCORPORATION  
OF  
ENERGY RECOVERY SYSTEMS OF NORTH FLORIDA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**

*Name.* The name of this Corporation is ENERGY RECOVERY SYSTEMS OF NORTH FLORIDA, INC.

**Article II**

*Principal Office.* The address of the principal office of the Corporation is 20005 S.E. Hawthorne Road, Hawthorne, Florida, 32640.

**Article III**

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

**Article IV**

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

**Article V**

*Capital Stock.* This Corporation is authorized to issue 1000 shares of \$.01 par value common stock.

**Article VI**

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

**Article VII**

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 20005 S.E. Hawthorne Road, Hawthorne, Florida, 32640, and the name of the initial registered agent of this Corporation is Charles Ledford.

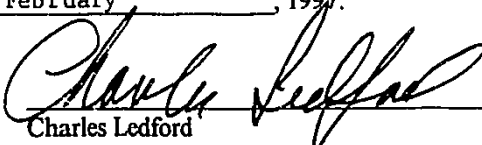
**Article VIII**

*Initial Board of Directors.* The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is: Charles Ledford, 20005 S.E. Hawthorne Road, Hawthorne, Florida, 32640.

Article IX

*Incorporator.* The name and address of the person signing these Articles is Charles Ledford, 20005 S.E. Hawthorne Road, Hawthorne, Florida, 32640.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of February, 1997.

  
Charles Ledford  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 25th day of February, 1997, by Charles Ledford, who is personally known to me ~~or who has produced Florida Driver License~~ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 25th day of February, 1997.

(SEAL)

  
Notary Public

Printed Name  
My Commission Expires:

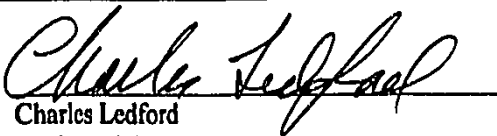


Carrie P. Fagan  
MY COMMISSION # CC607298 EXPIRES  
January 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ENERGY RECOVERY SYSTEMS OF NORTH FLORIDA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 25th day of February, 1997.

  
Charles Ledford  
Registered Agent