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SUSAN M. NUNGESSER, ESQ.  
11924 Forest Hill Blvd., Suite 22-299  
West Palm Beach, FL 33414-6256

March 6, 1997


Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Techno-Aqua, Inc.

Enclosed are the original and one copy of the articles of incorporation for the proposed Florida corporation.  
Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

  
Susan Nungesser  
Attorney at Law

Enclosures

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FILED  
97 MAR 13 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
3/19/97  
TB

**ARTICLES OF INCORPORATION OF**  
**TECHNO-AQUA, INC.**  
**A FLORIDA CORPORATION**

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FILED  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Techno-Aqua, Inc..

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is 120 South Atlantic Dr., East, Boynton Beach, FL 33435.

ARTICLE III. PURPOSES.

A. This corporation may engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. STOCK BASIS.

The Corporation is authorized to issue 100 (one hundred) shares of one class of no par stock. Initially, only fifty shares will be issued, and it will be issued as fully paid for and exempt from assessment: future issuances of capital stock may be paid for in money, property, labor, or services, at a just valuation fixed by the directors at a meeting called for such purpose.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Marie J. Francois, 120 S. Atlantic Drive East, Boynton Beach, FL 33435.

ARTICLE VI. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is Fenol Francois of 120 S. Atlantic Drive East, Boynton Beach, FL 33435.

ARTICLE VII. DURATION OF EXISTENCE.

This corporation is to exist perpetually.

## ARTICLE VIII. PROVISIONS GOVERNING DIRECTORS.

### A. ELECTION

The Board of Directors, which shall always have at least one member, shall be elected as provided in the corporation's by-laws.

### B. INDEMNIFICATION

To induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted any legal action as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any finding or judgment of gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically provided for herein.

### C. CONFLICT OF INTEREST

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

1. The fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. Such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
3. The contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### D. INFORMAL ACTION

Members of the board of directors may participate in special, regular or annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law. Furthermore, if the required majority of the directors or members severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors or members.

### ARTICLE IX. PROVISIONS REGARDING SHAREHOLDERS

#### A. QUORUM AND VOTING

Special meetings of the shareholders may be called by any shareholder. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### B. AMENDMENT OF THE ARTICLES OF INCORPORATION & BYLAWS

The power to adopt, alter, amend or repeal the Articles of Incorporation and By-laws shall be vested in the shareholders by a majority vote.

#### C. RESTRICTIONS ON THE AUTHORITY TO MORTGAGE, MERGE, DISSOLVE OR SELL THE CORPORATION.

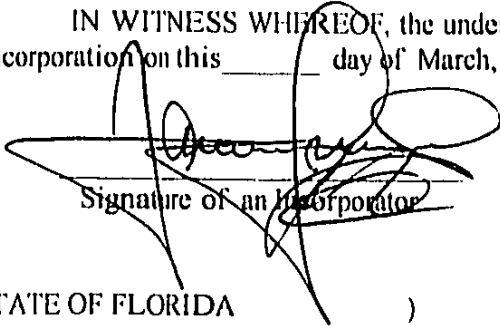
The affirmative vote of two-thirds of the shareholders of this corporation who are entitled to vote thereon shall be required to authorize a merger, dissolution, bulk sale or mortgage of the corporate assets.

### ARTICLE X. OFFICERS

The officers of this corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided by the By-laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The name and address of each initial officer of this corporation is as follows:

President: Fenol Francois of 120 S. Atlantic Drive East, Boynton Beach, FL 33435.  
Secretary: Marie J. Francois of 120 S. Atlantic Drive East, Boynton Beach, FL 33435.  
Treasurer: Fenol Francois of 120 S. Atlantic Drive East, Boynton Beach, FL 33435.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this \_\_\_\_\_ day of March, 1997.

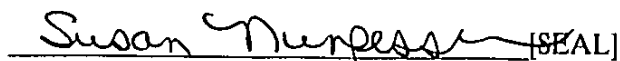
  
Signature of an Incorporator

  
Signature of Registered Agent

STATE OF FLORIDA                    )  
  )    SS  
COUNTY OF PALM BEACH        )

BEFORE ME, Susan Nungesser, the undersigned authority, personally appeared Mr. Fenol Francois, who is personally known to me or who has produced his Florida Driver's License as identification, and who has acknowledged to and before me that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have set my hand and seal this 6th day of March, 1997.

 [SEAL]  
Notary Public, State of Florida at Large



SUSAN M NUNGESSER  
My Commission CC411735  
Expires Oct. 05, 1998  
Bonded by HAI  
800-422-1555

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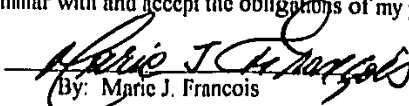
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent indicated below as its agent in the State of Florida.

1. The name of the corporation is the Techno-Aqua, Inc., a Florida corporation.
2. The name of the registered agent is Marie J. Francois.
3. The address of the registered agent/registered office is 120 South Atlantic Dr. East, Boynton Beach, FL 33435.

Acceptance

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

  
By: Marie J. Francois  
Registered Agent

Date: March 6th, 1997.

FILED  
MAR 13 AM 9 05  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE STATE OF FLORIDA  
MIAMI COUNTY