

P 970000 28766



ACCOUNT NO. : 072100000032

REFERENCE : 312459 81237A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 227.50

ORDER DATE : March 31, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 312459-005

700002128007--1

CUSTOMER NO: 81237A

CUSTOMER: Donna L. Henry, Legal Asst
FLORIDA WATER SERVICES CORP

R97-965

1000 Color Place

Apopka, FL 32703

DOMESTIC FILING

NAME: U.S. MAINTENANCE AND
MANAGEMENT SERVICES
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX -THREE CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 MAR 31 AM 11:09
SECRET
TALLAHASSEE, FLORIDA

57 MAR 31 1997

84 MAR 31 1997

**ARTICLES OF INCORPORATION
OF
U. S. MAINTENANCE AND MANAGEMENT SERVICES CORPORATION**

FILED
97 MAR 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation shall be:

U. S. MAINTENANCE AND MANAGEMENT SERVICES CORPORATION

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

2180 W. State Road 434
Sanlando Center
Longwood, FL 32779

The mailing address of this corporation shall be:

P. O. Box 609089
Orlando, Florida 32860-9089

ARTICLE III. CAPITAL STOCK

The authorized capital stock of the corporation shall consist of ten (10) shares of common stock, having a par value of Ten Dollars (\$10.00), all of which shall be common stock of the same class.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The initial address of the registered office of this Corporation in the State of Florida is 1000 Color Place, Apopka, FL 32703, and the name of the initial registered

agent of this Corporation at that address is Brian P. Armstrong, Esq. Either the registered office of the registered agent may be changed in a manner provided by law.

ARTICLE V. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

John Cirello	1000 Color Place Apopka, FL 32703
--------------	--------------------------------------

Brian P. Armstrong	1000 Color Place Apopka, FL 32703
--------------------	--------------------------------------

ARTICLE VI. BOARD OF DIRECTORS

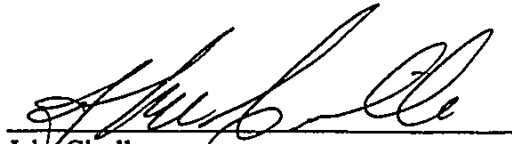
The initial board of directors of the corporation shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

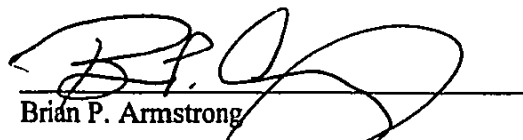
John Cirello	1000 Color Place Apopka, FL 32703
--------------	--------------------------------------

Morris A. Bencini	1000 Color Place Apopka, FL 32703
-------------------	--------------------------------------

Kevin Branum	1000 Color Place Apopka, FL 32703
--------------	--------------------------------------

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of March, 1997.



John Cirello


Brian P. Armstrong

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the placed designated in Article IV, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 25th day of March, 1997.


Brian P. Armstrong

FILED
97 MAR 31 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA