

P97000040424

ALLEN, LANG, MORRISON & GUROTTO, P.A.

ATTORNEYS AT LAW

105 EAST ROBINSON STREET, SUITE 201  
ORLANDO, FLORIDA 32801-1855

POST OFFICE BOX 3628  
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250  
FAX (407) 422-8262

May 6, 1997

VIA FEDERAL EXPRESS

300002169073--7  
-05/07/97--01017--012  
\*\*\*\*122.50 \*\*\*\*122.50

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

Re: Aquatic Chemical & Energy (A.C.E.) Conservation, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation.

Also enclosed is a check in the amount of \$122.50, representing \$35.00 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copy and return certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara J. Coad*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

RECEIVED  
97 MAY -7 AM 9:31  
DEPARTMENT OF REVENUE  
DIVISION OF TAXATION  
TALLAHASSEE, FLORIDA

Enclosures

FILED  
97 MAY -7 AM 9:42  
TALLAHASSEE, FLORIDA

BH  
5/7/97

**ARTICLES OF INCORPORATION  
OF**

FILED

97 MAY -7 AM 9:42

**AQUATIC CHEMICAL & ENERGY (A.C.E.) CONSERVATION, INC.** FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of this corporation is AQUATIC CHEMICAL & ENERGY (A.C.E.) CONSERVATION,, INC.

**ARTICLE II  
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III  
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V  
NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 17 North Hyer Avenue, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is Rand Humes Templeton.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have four (4) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Rand Humes Templeton	17 North Hyer Avenue Orlando, FL 32801
James Paul Gallop	3226 Fairfield Drive Kissimmee, FL 34743
Anthony Allen Paris	4690 Pembroke Place Orlando, FL 32811

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the Incorporators of this corporation are:

Rand Humes Templeton	17 North Hyer Avenue Orlando, FL 32801
James Paul Gallop	3226 Fairfield Drive Kissimmee, FL 34743
Anthony Allen Paris	4690 Pembroke Place Orlando, FL 32811

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.


**ARTICLE X**  
**INDEMNIFICATION**

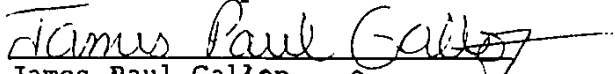
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI**  
**AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 24 day of May, 1997.

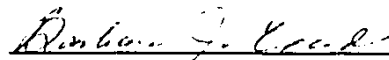
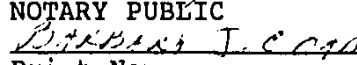
  
\_\_\_\_\_  
Rand Humes Templeton

  
\_\_\_\_\_  
James Paul Gallop

  
\_\_\_\_\_  
Anthony Allen Paris

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 24 day of May, 1997, by RAND HUMES TEMPLETON, who is personally known to me or who produced FLA. RIVERS LICENSE (type of identification) as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
  
\_\_\_\_\_  
Print Name  
My Commission Expires:  
Commission Number:

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

STATE OF FLORIDA )  
OF ORANGE )

FILED

97 MAY -7 AM 9:42

The foregoing instrument was acknowledged before me this 6th  
day of May, 1997, by JAMES PAUL GALLOR, who is personally  
known to me or who produced FLA. DRIVERS LICENSE (type of  
identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 6th  
day of May, 1997, by ANTHONY ALLEN PARIS, who is  
personally known to me or who produced FLA. DRIVERS LICENSE  
(type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated  
corporation at the place designated in the Articles of  
Incorporation, I hereby agree to comply with the provisions of all  
statutes relative to the proper and complete performance of my  
duties.

REGISTERED AGENT:

Rand Humes Templeton  
Rand Humes Templeton