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ROBERT V. KENNEDY Attorney at Law

TELEPHONE 941/763-8600

FACSIMILE 941/763-2886

200 N.E., 4TH AVENUE
OKEECHOBEE, FLORIDA 34972

97 JUL 31 AM 9:16

TALLAHASSEE, FLORIDA

July 29, 1997

Sandra B. Mortham, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ACTION WELL WORKS OF OKEECHOBEE, INC.

000002254020--7
-07/31/97--01077--005
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

We have enclosed an additional copy of the Articles with a self-addressed and prepaid Federal Express envelope for you to return to our office. Please file and return to this office at your earliest convenience.

Also, if possible would you please fax a copy of the filed articles to our office at (941) 763-2886?

Thank you in advance for your cooperation, I am

Sincerely,

Robert V. Kennedy

RVK:lw

Enclosures: as stated

RN
8/1/97

ARTICLES OF INCORPORATION

OF

ACTION WELL WORKS OF OKEECHOBEE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: ACTION WELL WORKS OF OKEECHOBEE, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. Well drilling, installation and repair for residential, commercial, agricultural and industrial use and any other activity necessary to provide well drilling, installation and repair services.

2. To hire employees, lease or buy equipment, enter into contracts, bank and borrow money and any other acts reasonable necessary to operate a well drilling, installation and repair business.

3. Conduct any other legal business activities.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 5801 Highway 98 North, Okeechobee, Florida 34972 and the name of its initial resident agent is: Ernest C. Goolsby, II.

ARTICLE VI

This Corporation shall have two (2) Officers and one (1) Director initially. The name and address of the initial Officer and Director who shall hold office for the first year of the Corporation or until their successors are elected or appointed are:

ERNEST C. GOOLSBY, II
Director
5801 Highway 98 North
Okeechobee, Florida 34972

MIKE CORWIN
President
5801 Highway 98 North
Okeechobee, Florida 34972

MARGARET FOY
Secretary/Treasurer
5801 Highway 98 North
Okeechobee, Florida 34972

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholder's meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote eighty (80%) percent of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. All of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of all of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Ernest C. Goolsby, II, 5801 Highway 98 North, Okeechobee, Florida 34972.

EXECUTED this 30 day of July, 1997.

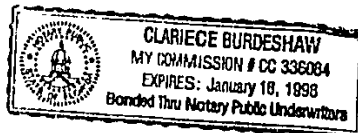
Ernest C. Goolsby II
ERNEST C. GOOLSBY, II

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 30 day of July, 1997, by Ernest C. Goolsby, II, who is personally known to me.

Clarice Burdeshaw
Signature of Notary

CLARICE BURDESHAW
Printed Name of Notary
My Commission Expires:



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97 JUL 31 AM 9:11

ACTION WELL WORKS OF OKEECHOBEE, INC. TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That ACTION WELL WORKS OF OKEECHOBEE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Ernest C. Goolsby, II, located at 5801 Highway 98 North, City of Okeechobee, State of Florida, 34972 as its agent to accept service of process within Florida.

ACTION WELL WORKS OF OKEECHOBEE, INC.

By: Mike Corwin
Mike Corwin, President

Date: 7-30-97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Ernest C. Goolsby II
Ernest C. Goolsby, II, Resident Agent

Date: 7-30-97