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ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

August 21, 1997

Division of Corporations
New Filings Section
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-08/28/97--01054--004
*****70.00 *****70.00

Re: Watershed Environmental Technologies, Inc.

To Whom It May Concern:

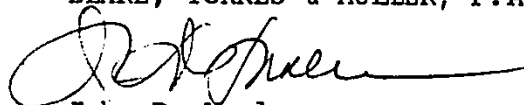
Please find enclosed the original and one copy of the Articles of Incorporation of Watershed Environmental Technologies, Inc., for filing, together with our firm's check for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

BLAKE, TORRES & MULLER, P.A.



John D. Hasler
for the firm
JDH/paf

Enclosure

SEP 2 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 AM 11:23

ARTICLES OF INCORPORATION OF
WATERSHED ENVIRONMENTAL TECHNOLOGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 AM 11:23

ARTICLE I

The name of the corporation is WATERSHED ENVIRONMENTAL TECHNOLOGIES, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purpose of developing and the sale of wastewater systems and associated products. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue Ten Thousand shares of common stock with each share having a par value of One Dollar (\$1.00).

ARTICLE V

The corporation shall have two directors who shall also serve as the president and secretary-treasurer for the first year. The directors shall be elected annually thereafter under provisions of the By-Laws to be adopted. The initial directors and officers are: Terry T. Torres, President, 1555 Club Drive, Vero Beach, FL 32963 Glenn M. Blake, Secretary/Treasurer, 423 Delaware Ave., Ft. Pierce, FL 34950

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

Terry T. Torres, President, 1555 Club Drive, Vero Beach, FL 32963

Glenn M. Blake, Secretary/Treasurer, 423 Delaware Ave., Ft. Pierce,
FL 34950

ARTICLE VII

The address of the initial registered office shall be 423 Delaware Avenue, Fort Pierce, FL 34950, and the initial registered agent at that address is Glenn M. Blake.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any AMENDMENT, under the laws of the State of Florida.

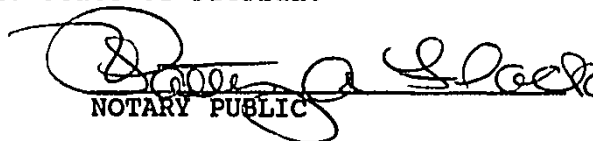
IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 22 day of August, 1997.

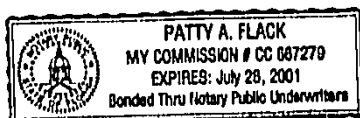

TERRY T. TORRES


GLENN M. BLAKE

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this 22 day of August, 1997, by the above affiants who are personally known to me, a Notary Public duly commissioned in the State of Florida.


NOTARY PUBLIC



CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted;

That WATERSHED ENVIRONMENTAL TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at 423 Delaware Avenue, Fort Pierce, Florida 34950, has named Glenn M. Blake at said address as its agent to accept service of process in the State.

ACKNOWLEDGEMENT

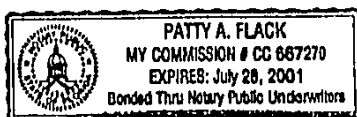
Having been named to accept service of process for the aforementioned Corporation, WATERSHED ENVIRONMENTAL TECHNOLOGIES, INC., at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.

Glenn M. Blake
GLENN M. BLAKE, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

SWORN TO AND SUBSCRIBED BEFORE ME this 22 day of August, 1997, by Glenn M. Blake, known to me to be the person who was duly sworn and acknowledged this Affidavit.

Patty A. Flack
NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 28 AM 11:33

August 21, 1997

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New Filings Section
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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