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PUBLIC ACCESS SYSTEM SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305) 541-3694

FAX #: (305)541-3770

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT.

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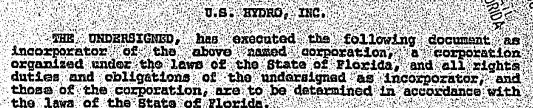
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ARTICLES OF INCORPORATION

OF



ARTICLE I

The name of this corporation shall be: U.S. HYDRO, INC.

ARTICLE II

This corporation shall commance existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 2590 17th STREET SUITS J, SARASOTA FLORIDA 34234

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers

To have perpetual succession by its corporate name;

To sue and be sued, nomplain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facelmile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT
EMPIRE CORPORATE KIT COMPASSY
1492 West Florier Street #200
Miamil, Florida 33136
(305) 541-3694

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated,

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, essociations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so leaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

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To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue \$607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: RUSSELL HATT 2590 17th STREET SUITE J, SARASOTA FLORIDA 34234

ARTICLE VII

The initial board of Directors shall consist of a total of (4) person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

VICE PRES.

RUSSELL E. HATT 2590 17th Street Suite J, Sarasota FL 34234

PRESIDENT

HARIALUISA C. HATT 2590 17th STREET SUITE J, SARASOTA FL 34234

BECRETARY

HICHAEL J. HATT 2006 FRONT STREET MELBOURNE FLORIDA 32951

JERRY R. HATT 2006 PRONT STREET MELEOURNE PLORIDA 32951

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 W. FLAGLER ST \$200 MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 11 day of SEPTEMBER 1997.

/ Incorporator

Ray Stormont/President

Signing for Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY 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.

SIGNATURE

Registered Agent

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**CHETARY OF STAIL
**NI MHASSEE, FLORDA