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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 07250003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: WATERTECH INTERNATIONAL, INC.

AUDIT NUMBER.....H97000015852

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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SECTION 6, STATE
TALLAHASSEE, FLORIDA

B. REGISTER SEP 24 1997

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ARTICLES OF INCORPORATION
OF

WATERTECH INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is WATERTECH INTERNATIONAL,
INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and
the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
500	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series as that
which he already holds, shall have the right to purchase his
pro rata share thereof (as nearly as may be done without issuance of
fractional shares) at the price at which it is offered to others.

ROBERT R. FRANK
Florida Bar
No. 026238
Frank, Schmitt & Frank, P.A.
1666 Kennedy Causeway, Ste 705
No. Bay Vlg, FL 33141
(305) 868-4711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1440 JF KENNEDY CAUSEWAY, Suite 300, Miami, Florida 33141, and the name of the initial registered agent of this corporation is WILLIAM D. SMITH whose address is 1440 JF KENNEDY CAUSEWAY, Suite 300, MIAMI BEACH, Florida 33141.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. SMITH	1440 JF KENNEDY CAUSEWAY SUITE 300 MIAMI BEACH, FLORIDA 33141

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. SMITH	1440 JF KENNEDY CAUSEWAY SUITE 300 MIAMI BEACH, FLORIDA 33141

ARTICLE VIII - BY-LAWS

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

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 23rd day of September, 1997.


SUBSCRIBER, WILLIAM D. SMITH

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That WATERTECH INTERNATIONAL INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of MIAMI, County of DADE, State of Florida, has named WILLIAM D. SMITH located 1440 JF KENNEDY CAUSEWAY, SUITE 300, MIAMI BEACH, FLORIDA 33141, County of DADE, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provision of said Act relative to keeping open said office.

By: 

WILLIAM D. SMITH

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CLERK OF STATE
TALLAHASSEE, FLORIDA