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P97800094816

October 28, 1997

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, Florida 32314

Re: PLUMMOR WATER SYSTEMS, INC.
Our File Number: MOD-CORP

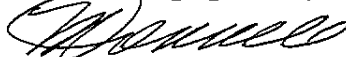
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 11:48

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced entity. Please file these Articles at your earliest convenience and return a certified copy to this office. We have enclosed our Trust Account Check # 1190 in the amount of \$122.50 for the cost of filing these Articles.

Thank you for your prompt attention to this matter.

Sincerely yours,



MAUREEN O'DONNELL
For the Firm

MOD:md
Encl.

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ARTICLES OF INCORPORATION
OF
PLUMMOR WATER SYSTEMS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I-NAME

The name of the corporation shall be: PLUMMOR WATER SYSTEMS, INC.

ARTICLE II-TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III-NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be all business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other

jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V-INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation shall be: 14260 SW 136th Street, Bay 19, Miami, Florida 33186.

ARTICLE VI-INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be: c/o JAMES PENLAND, 14260 SW 136th Street, Bay 19, Miami, Florida 33186.

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: JAMES PENLAND, 14260 SW 136th Street, Bay 19, Miami, Florida 33186.

ARTICLE VIII-INITIAL DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws adopted by the stockholders. The names and post office addresses of the members of the first board of directors are: JAMES PENLAND, 8280 SW 136th Street, Miami, Florida 33186.

ARTICLE IX-INCORPORATORS

The name and post office address of the incorporator is: MAUREEN O'DONNELL, ESQ., 15321 S. Dixie Highway, Suite 209, Miami, Florida, 33157.

ARTICLE X-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

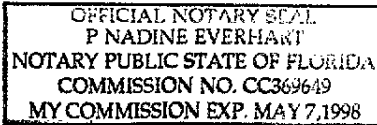


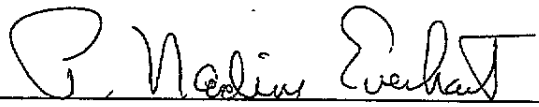
MAUREEN O'DONNELL

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAUREEN O'DONNELL personally known to me and who after first being duly sworn says that she is the incorporator (subscriber) in and he executed the foregoing Articles of Incorporation and acknowledged that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid
this 28th day of October, 1997.




NOTARY PUBLIC, State of Florida

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above
stated corporation, at the place designated in these Articles of
Incorporation, I hereby accept to act in that capacity and agree
to comply with applicable law.


JAMES PENLAND

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