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P 970000 95784

August 30, 1996

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: New Corporation For Profit - RITCHIE WATER WORKS, INC.

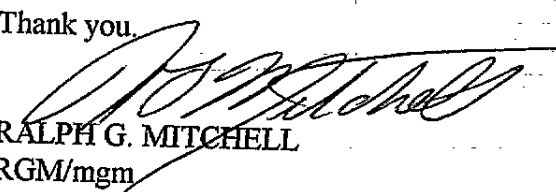
Gentlemen:

Enclosed please find two copies (Original and one) of the Charter of RITCHIE WATER WORKS, INC, a corporation for profit. Also enclosed is a check in the amount of \$122.50 in payment of:

- a. Filing fee
- b. Certified copy of Charter
- c. Resident agent designation

Kindly rush processing and return at your very earliest convenience.

Thank you.


RALPH G. MITCHELL

RGM/mgm

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of
TURNKEY IRRIGATION, INC.

BETH E. RITCHIE

, a natural person or persons competent to contract, do hereby make, acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida and pursuant to the Florida General Corporation Act, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this Corporation shall be:

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS, POWERS & PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or activity, such activities shall be in any manner related to and associated with, but not necessarily limited to, the installation and repair of irrigation systems and water systems.

Prepared by: Ralph G. Mitchell Esq.
3149 N. Ponce DeLeon Blvd. #9
St. Augustine, FL. 32095
BAR # 029332
Tel (904) 825-4800

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be Five Thousand(5000) shares of common stock, all of a single class, such shares to be of One (\$1.00) Dollar par value each, all of which shares shall be issued fully paid and non-assessable. Each of said shares of common stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. No holder of common stock shall be entitled to any right of cumulative voting. The capital stock of this Corporation may be paid for in lawful money of the United States of America, or in property, labor or services at a fair and just valuation to be fixed by the stockholders, or by unanimous vote of the Board of Directors, at any regular or special meeting of this Corporation. Property, labor or services may also be purchased with the capital stock of this Corporation at such variations as shall be fixed by the stockholders, or by unanimous vote of the Board of Directors at any regular or special meeting of this Corporation.

ARTICLE V

INITIAL REGISTERED OFFICE

The street address of the principal office/and the registered office of this Corporation is the same at 22 Bay View Drive, St. Augustine, Fl. 32095, but this Corporation shall have the power to move the registered office to any other address in the State of Florida that may be deemed

expedient.

ARTICLE VI

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at the same address as stated in Article V hereinabove stated is:

BETH E. RITCHIE

but this Corporation shall have the power to change the name of the registered agent to any other person located in the registered office of this Corporation in the State of Florida that may be deemed expedient.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5), the number to be fixed as provided in the By-Laws of this Corporation. Any Director may be removed at any annual or special meeting of the stockholders by the same vote as is required to elect a Director. The Directors shall have their compensation fixed by the stockholders of this Corporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the first member(s) of the first Board of Directors, who, unless otherwise provided by the By-Laws, or removed as provided herein, shall hold office for the first year of existence of this Corporation, or until his or her

successors are elected or appointed and have qualified, shall be:

<u>NAME</u>	<u>STREET ADDRESS</u>
DAVID S. RITCHIE	22 Bay View Drive, St. Augustine, Fl. 32095
BETH E. RITCHIE	22 Bay View Drive, St. Augustine, Fl. 32093

ARTICLE IX

INCORPORATOR(S)

The name and street address of the incorporator(s) of these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
BETH E. RITCHIE	22 Bay View Drive, St. Augustine, Fl. 32095

ARTICLE X

CLASSES OF DIRECTORS

The Directors of this Corporation may be divided into classes as shall be more specifically provided for in the By-Laws of this Corporation.

ARTICLE XI

This corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator or director, to the full extent permitted by law. In addition, and not by way of limitation of the foregoing, this Corporation shall have the power, at its sole discretion to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not this Corporation would have the authority to indemnify him or her against such liability under the provisions of the Articles, or under law. Nothing contained herein shall prevent the stockholders from purchasing such insurance policies or other manners of indemnification as they may deem proper. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer or stockholder may be entitled to as a matter of law or otherwise.

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Stockholders; however, the stockholders may repeal or change the By-Laws adopted by the Board of Directors and the stockholders may prescribe in any By-Laws made by them that such By-Laws may not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law, and any and all

rights conferred upon the stockholders of this Corporation are subject to this reservation. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I (we) the undersigned, the incorporator(s), have executed these Articles of Incorporation this 6th day of November, 1997 at St. Augustine, Florida and having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I, BETH E. RITCHIE hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Beth E. Ritchie
Incorporator & Registered Agent
BETH E. RITCHIE

Incorporator

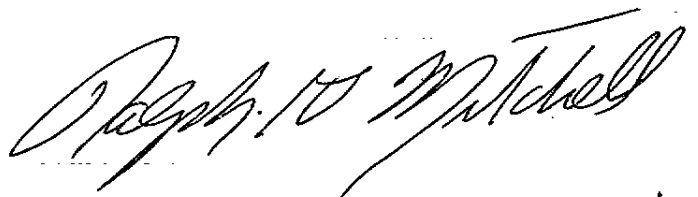
STATE OF FLORIDA,
: ss
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared
BETH E. RITCHIE, to me
well known and know to me to be the individual(s) described in
and who executed the above and foregoing Articles of Incorpora-
tion of TURNKEY IRRIGATION, INC. and
BETH E. RITCHIE accepted to act as
Registered Agent of said Corporation, and he or she acknowledged
before me that he or she executed the same for the purposes
therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal this 6th day of November
1997 at St. Augustine, St. Johns County, Florida.

NOTARY PUBLIC

State of Florida at Large



RALPH G MITCHELL
My Commission CC441268
Expires Feb 23, 1999
Bonded by NFNU
800-224-6366

My commission expires: