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JERRY E. RADEMAN
5700 St. Augustine Road, Suite 105
Jacksonville, Florida 32207

12/24/, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hydrochem Systems, Inc.

Dear Sir/Madam:

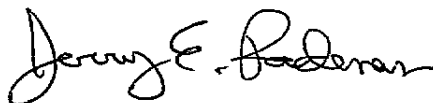
Enclosed for filing are Articles of Incorporation for the above-referenced corporation, together with a check in payment of fees as follows:

Filing of Articles and	
Certified Copy of Articles:	\$122.50

Please return a certified copy at your earliest convenience.

Thank you for your assistance.

Very truly yours,



Jerry E. Rademan

FILED
97 DEC 26 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

FAGPRADEMANHYDROCHEMSECSTATE.LTR
GP/kmh 11/20/97 12:33 pm

mc 12/29/97

ARTICLES OF INCORPORATION
OF
HYDROCHEM SYSTEMS, INC.

FILED
97 DEC 26 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Hydrochem Systems, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 5700 St. Augustine Road, Suite 105, Jacksonville, Florida 32207.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Department of State.

ARTICLE 3

PURPOSE AND NATURE OF BUSINESS

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL STOCK

Section 4.1 Authorized Capital. The authorized capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5700 St. Augustine Road, Suite 105, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Jerry E. Rademan.

ARTICLE 6

DIRECTORS

Section 6.1 **Number.** This corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Director.** The name and street address of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Jerry E. Rademan	5700 St. Augustine Road, Suite 105 Jacksonville, Florida 32207

Section 6.3 **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 7

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE 8

INCORPORATOR

The name and street address of the incorporator of this corporation are:

Name

Address

Jerry E. Rademan

5700 St. Augustine Road, Suite 105
Jacksonville, Florida 32207

ARTICLE 9

AMENDMENT

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

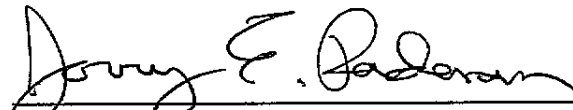
IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of December, 1997.



Jerry E. Rademan, Incorporator

ACCEPTANCE BY 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jerry E. Rademan, Registered Agent

Dated: 12/24, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA