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January 22, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Gulf Hydro Systems, Inc.

200002411882--8  
-01/26/98--01096--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Sincerely,

WILSON, WILSON & LONG, P.A.

Dennis R. Long

DRL:tmq  
Enclosures  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 26 PM 1:58

WS  
1/28

**ARTICLES OF INCORPORATION**  
**OF**  
**GULF HYDRO SYSTEMS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 26 PM 1:58

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I - NAME**

The name of this corporation is **GULF HYDRO SYSTEMS, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

**ARTICLE III - PURPOSES**

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida as presently enacted and as it may be amended from time to time.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall all be of one class of Common Shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right

to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is at 389 E. Douglas Road, Oldsmar, Florida 34677, and the name of the initial registered agent of this corporation at that address is MARSHALL REYNOLDS.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business for this corporation has not been established at this time; the mailing address is 389 E. Douglas Road, Oldsmar, Florida 34677.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of this corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial director of this corporation who shall serve until a successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
MARSHALL REYNOLDS	389 E. Douglas Road Oldsmar, Florida 34677
BRIAN L. LEYDEN	389 E. Douglas Road Oldsmar, Florida 34677
BONNIE L. LEYDEN	389 E. Douglas Road Oldsmar, Florida 34677
MARK PERKINS	389 E. Douglas Road Oldsmar, Florida 34677

**ARTICLE IX - INCORPORATOR**

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

Name

Address

MARSHALL REYNOLDS

389 E. Douglas Road  
Oldsmar, Florida 34677

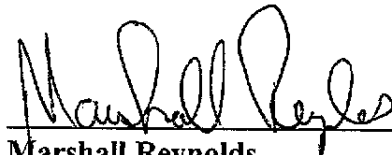
**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT OF ARTICLES**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of December, 1997.

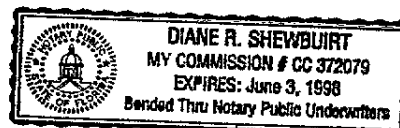
  
\_\_\_\_\_  
Marshall Reynolds

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11 day of December, 19967 by MARSHALL REYNOLDS, who is personally known to me.

  
\_\_\_\_\_  
Notary Public

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, **GULF HYDRO SYSTEMS, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **MARSHALL REYNOLDS**, located at 389 E. Douglas Road, Oldsmar, Florida, as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated: December 11, 1997

  
\_\_\_\_\_  
Marshall Reynolds