

LAW OFFICES
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994-2007
(561) 287-0660

WM. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

T. T. OUGHTERSON
(1904-1983)
FAX (561) 287-0422

February 9, 1998

P980000015666

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

100002431881--7
-02/16/98-01113-001
****122.50 ****122.50

RE: Water Health International, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,

Frederick G. Sundheim, Jr.

FGS:sn
S-547B
Encls.

cc: Ms. Karen Klausmeyer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 3:38

RP
02-11-98

S-547B/sn

**ARTICLES OF INCORPORATION
OF
WATER HEALTH INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I. NAME

The name of this corporation shall be WATER HEALTH INTERNATIONAL, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: water treatment, purification, sales and service of water treatment systems, and any and all business conducted with regards to the water treatment services.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of One (\$1.00) dollars per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 110 SW Monterey Rd., #4, Stuart, FL 34994. The street address of the initial registered office of this corporation in the State of Florida is 2955 SW

Brighton Way, Palm City, Florida. The name of the initial registered agent at such address is Karen Klausmeyer.

ARTICLE VI. DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INCORPORATORS INITIAL DIRECTORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Karen Klausmeyer	2955 SW Brighton Way Palm City, FL 34990	Pres/VP/Tr/S Director

ARTICLE VIII. BY-LAWS

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

ARTICLE IX. 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 shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

Karen J. Klausmeyer

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 10 day of February, 1998, by Karen Klausmeyer.



Sharon K. Newman
Notary Public

I, KAREN KLAUSMEYER, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

Karen J. Klausmeyer
KAREN KLAUSMEYER