THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE: 796937 7151976

AUTHORIZATION :

ORDER DATE: April 27, 1998

ORDER TIME : 2:55 PM

CORPORATION

ORDER NO. : 796937-005

CUSTOMER NO: 7151976

CUSTOMER: Ms. D C. Patterson

FLORIDA WATER AND

ENVIROMENTAL RESOURCE CORP. Suite 3, 218 Jupiter St.

Jupiter, FL 33458

DOMESTIC FILING

NAME: FLORIDA WATER AND

ENVIRONMENTAL RESOURCE

CORPORATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

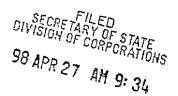
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

100002501951---



Articles of Incorporation

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Florida Water and Environmental Resource Corporation, Inc.

ARTICLE II

The mailing address of this corporation shall be: 218 Jupiter Street #3 Jupiter, FL 33458

ARTICLE III

This corporation was established to purchase land, and companies, construct facilities and / or manufacture and distribute products and services related to water companies, to include: softeners, filtration devices, water testing, drinking water, well drilling, spa's, pools and related services. The purchase of land or construction of facilities will operate under the DBA of Florida Environmental Construction Co.. The operation of retail stores and manufacturing facilities relating to water will operate under the DBA of Florida Water Resource Corporation. These two entities will operate as subsidiary companies under:

Florida Water and Environmental Resource Corporation Inc.

ARTICLE IV

There will be two initial directors. Additional directors will be appointed or elected at an annual meeting or a special meeting. There will be no less than one (1) director, and no more than seven (7) directors at one time.

ARTICLE V

The Corporate powers of this corporation are as provided in section 607 FL Statutes.

ARTICLE VI

The name and address of the initial registered agent is as follows:

Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

ARTICLE VII

The maximum number of shares of stock that this entity is authorized to have outstanding at any one time is 10 shares of common stock having \$1.00 par value per share.

ARTICLE VIII

The names and the street addresses of the incorporators for these Articles of Incorporation are as follows:

Mr. Kevin M. Looney CEO / Director	Jupiter, FL 33458
Mr. Garfield Bradshaw	218 Jupiter Street # 3
Director	Jupiter, FL 33458

Mrs. Deborah C. Patterson 218 Jupiter Street #3 Treasurer / Clerk Jupiter, FL 33458

The undersigned incorporator has executed these Articles of Incorporation this <u>23</u> day of <u>up.d</u>, 1998.

Signature of Incorporator

Kevin M. Looney

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B) Rozar

DKS/clb

SECRETARY OF STATE OIVISION OF CORPORATIONS