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June 29, 1998

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

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In Re: TRI-FLORIDA H20, INC.

Gentlemen:

RECEIVED DATE
6-24-98

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent in connection with the above-referenced corporation, along with my check in the amount of \$122.50 for filing fees.

I would appreciate it if you would please file the Articles and return to me one certified copy of same, along with your Certificate.

Thanking you in advance for your usual kind, courteous and prompt cooperation,
I am

Very truly yours,



Rex P. Cowan

RPC:mjg
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 2 1998
DVC

ARTICLES OF INCORPORATION
OF
TRI-FLORIDA H2O, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is TRI-FLORIDA H2O, INC.

ARTICLE II

DURATION

~~EXPIRATION DATE~~
6-24-98

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office, and the mailing address, of the corporation shall be 226 East Lake Avenue, Auburndale, Florida 33823.

ARTICLE IV

PURPOSES

The nature of the corporation and objects or purposes to be transacted, promoted or carried on by it are:

a) To sell and service of residential and commercial water treatment equipment; and,

b) To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 226 East Lake Avenue, Auburndale, Florida 33823, and the Registered Agent at that address shall be JOHN W. JOHNSON.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than two (2). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Johnson	219 Valencia Drive Auburndale, FL 33823
Kenneth J. Boyd	223 Carla Ann Court Auburndale, FL 33823

ARTICLE VIII

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:
JOHN W. JOHNSON, 219 Valencia Drive, Auburndale, Florida 33823.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided for in Section 607.0821, Florida Statutes (1995) and the By-Laws.

ARTICLE XII

PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible under shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares that such holder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue or shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

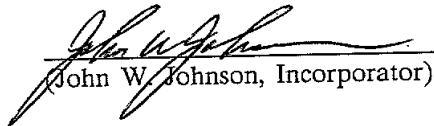
ARTICLE XIII

AMENDMENT

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 at least a majority of the stock entitled to vote, unless all of 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.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation.

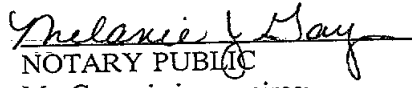

(John W. Johnson, Incorporator)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 24th
day of June, 1998 by John W. Johnson, who is personally known to me.



Melanie J. Gay
MY COMMISSION # 00512700 EXPIRES
March 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That TRI-FLORIDA H2O, INC., desiring to organize or qualify under the Laws of the State of Florida, with his principal place of business in the City of Auburndale, State of Florida, has named JOHN W. JOHNSON, located at 226 East Lake Avenue, Auburndale, Florida 33823, as its Agent to accept service of process within Florida.

DATED this 29th day of June, 1998.

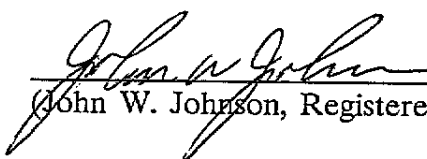
TRI-FLORIDA H2O, INC.

RECEIVED DATE
4-24-9

By: 
(John W. Johnson, President)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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 this 29th day of June, 1998.


(John W. Johnson, Registered Agent)

FILED
98 JUL -1 PM 2:33
TALLAHASSEE
SECRETARY OF STATE
FLORIDA