



*It's Our
Constitutional Rights*

AFFORDABLE LEGAL SOLUTIONS OF SARASOTA, INC.

230 West Tampa Avenue Venice, Florida 34285
Telephone 941-480-1109 Fax 941-480-1612
Pager 941-820-3861 E-Mail Address l5a5b@gte.net
Laurie A. Bolam, President

P98000065187

July 21, 1998

Venice

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

Re: Articles of Incorporation of
Ultra Soft Water Systems, Inc.

000002596210--1
-07/23/98--01026--017
****122.50 ****122.50

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for this proposed corporation.

Will you kindly endorse your seal of approval of the Certificate of Incorporation, certify, and return the copy to us at your earliest convenience.

A check in the amount of \$122.50 is enclosed for the filing fees.

Thank you for your attention to this matter.

Very truly yours,

Laurie A. Bolam

Enclosures
LAB/lko

98 JUL 23 AM 10: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
ULTRA SOFT WATER SYSTEMS, INC.

ARTICLE I -- NAME

The name of this corporation is:

Ultra Soft Water Systems, Inc.
153B Progress Circle
Venice, FL. 34292

ARTICLE II -- DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV -- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI -- PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind,

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class or series as that which he already holds at the price at which it is offered to all other shareholders.

ARTICLE VII -- OFFICERS

**Kenneth E. Yarborough
President**

**James E. Yarborough
Vice President**

**Carl Swain
Treasurer**

ARTICLE VIII -- INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 153B Progress Circle, Venice, Florida 34292, and the name of the initial registered agent of this corporation at that address is: **CARL SWAIN**.

ARTICLE IX -- MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation, the act of stockholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE X -- INCORPORATOR

The name and address of the person signing these articles is:

Kenneth E. Yarborough
153B Progress Circle
Venice, FL. 34292

ARTICLE XI -- BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

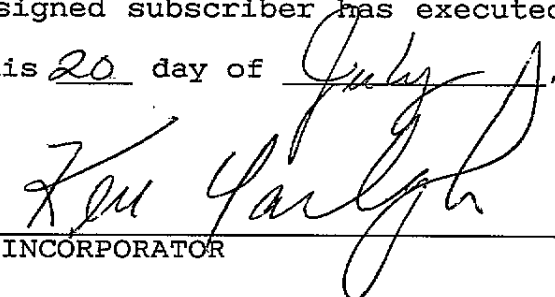
ARTICLE XII -- INDEMNIFICATION

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

ARTICLE XIII -- AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 20 day of July, 1998.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared KENNETH E. YARBOROUGH, known to me and known by me to be the person signing these Articles of Incorporation, and # acknowledged before me that # executed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of July, 1998.



NOTARY PUBLIC

My Commission Expires:



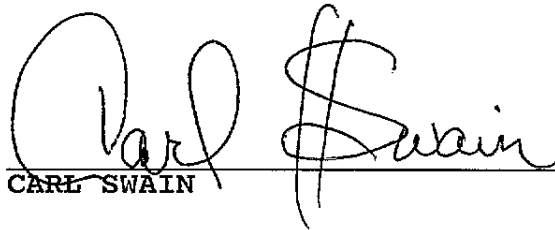
AMY R MIX
My Commission CC488841
Expires Aug. 07, 1999
Bonded by ANB
800-852-5878

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

ULTRA SOFT WATER SYSTEMS, INC.

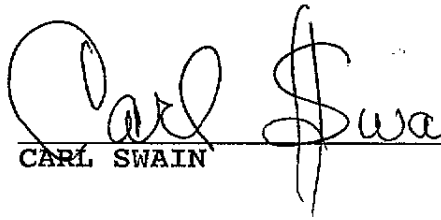
Pursuant to Section 607.0501, Florida Statutes, the following is submitted:

That, Ultra Soft Water Systems, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Venice, County of Sarasota, State of Florida, has named Carl Swain, 153B Progress Circle, Venice, Florida, County of Sarasota, State of Florida, as its agent to accept service of process within the State of Florida.


CARL SWAIN

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.


CARL SWAIN

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TALLAHASSEE, FLORIDA

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