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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 27 AM 9:13

TRANSMITTAL LETTER

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-07/27/98--01127--006
*****122.50 *****122.50

SUBJECT: **FLORIDA WATER SYSTEMS CORP**

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

FROM: Harry Carter
172 107th Ave.
Treasure Island, Florida 33706

RF
07-30-98

ARTICLES OF INCORPORATION

FLORIDA WATER SYSTEMS CORP

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural persons(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME

The name of the corporation is:

FLORIDA WATER SYSTEMS CORP

ARTICLES II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME FLORIDA WATER SYSTEMS CORP

ADDRESS 172 107th Ave.

CITY Treasure Island, Florida 33706

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Harry Carter

ADDRESS 172 107th Ave.

CITY Treasure Island, Florida 33706

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Harry Carter

ADDRESS 172 107th Ave.

CITY Treasure Island STATE Florida ZIP 33706

NAME

ADDRESS

CITY STATE ZIP

NAME

ADDRESS

CITY STATE ZIP

ARTICLE VII - INCORPORATIONS

The name(s) and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME Harry Carter

ADDRESS 172 107th Ave.

CITY Treasure Island STATE Florida ZIP 33706

NAME

ADDRESS

CITY STATE ZIP

NAME

ADDRESS

CITY STATE ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24 day of July, 1998.

[Signature] (Seal)
NA (Seal)
NA (Seal)

Harry Carter II
Prod. Fk Dr hic for ID

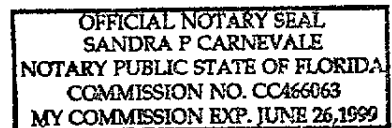
STATE OF FLORIDA
COUNTY OF Pinellas

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 24 day of July, 1998.

Sandra P Carnevale (Notary Seal)
(Notary Public, State of Florida at Large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

FLORIDA WATER SYSTEMS CORP
(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Corporation

at 172 107TH Ave.
Treasure Island, Florida 33706
has named Harry Carter

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent) Harry Carter