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MICHAEL WM MEAD

Attorney at Law

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September 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-09/21/98--01008--009
****122.50 ****122.50

RE: **EMERALD COAST WATER, INC.**

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,


MICHAEL Wm MEAD
MWM/bjg

Enclosures: a/s

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EMERALD COAST WATER, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is: **EMERALD COAST WATER, INC.**

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.
Address

The principal place of business of this corporation shall be 107 Dana Pointe, Niceville, Florida 32578 however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) 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, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jeffrey P. Curtis	107 Dana Pointe Niceville, FL 32578	President
David Connart	94 Trista Terrace Ct. Destin, FL 32541	Secretary & Treasurer

ARTICLE IX.
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

Jeffrey P. Curtis	107 Dana Pointe Niceville, FL 32578	501 shares
David Connart	94 Trista Terrace Ct. Destin, FL 32541	499 shares

ARTICLE X.
Registered Agent

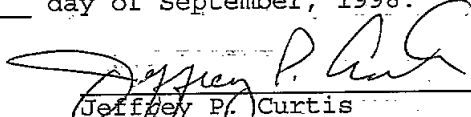
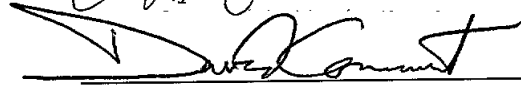
The Registered Agent of the corporation shall be **JEFFREY P. CURTIS**, and the street address of the office, place of business or location for the service of process within this State shall be: 107 Dana Pointe, Niceville, FL 32578.

ARTICLE XI.
Incorporators

The names and addresss of the incorporators to these Articles of Incorporation are:

Jeffrey P. Curtis	107 Dana Pointe Niceville, FL 32578
David Connart	94 Trista Terrace Ct. Destin, FL 32541

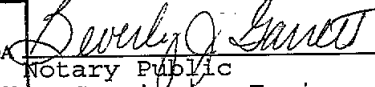
IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 16th day of September, 1998.


Jeffrey P. Curtis

David Connart

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16th day of September, 1998 by JEFFREY P. CURTIS who is personally known to me.

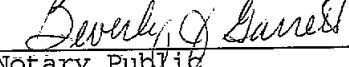
OFFICIAL NOTARY SEAL
BEVERLY J GARRETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC744313
MY COMMISSION EXP. JUNE 15, 2002


Beverly J. Garrett
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16th day of September, 1998 by DAVID CONNART who is personally known to me.

OFFICIAL NOTARY SEAL
BEVERLY J GARRETT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC744313
MY COMMISSION EXP. JUNE 15, 2002


Beverly J. Garrett
Notary Public
My Commission Expires:

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MWM/bjg

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329

STATE OF FLORIDA
DEPARTMENT OF STATE

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

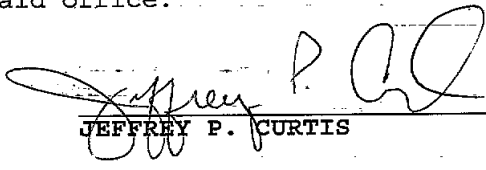
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

EMERALD COAST WATER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 107 Dana Pointe, Niceville, Okaloosa County, Florida 32578 has named JEFFREY P. CURTIS, located at 107 Dana Pointe, Niceville, Okaloosa County, Florida 32578, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JEFFREY P. CURTIS

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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