00098113 THE UNITED STATES

ACCOUNT NO.: 072100000032

REFERENCE: 038235

81861A

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: November 19, 1998

ORDER TIME : 1:20 PM

ORDER NO. : 038235-005

CUSTOMER NO: 81861A

CORPORATION

800002693018--2

CUSTOMER: Frederic B. O'neal, Esq

FREDERIC B. O'NEAL, ESQ FREDERIC B. O'NEAL, ESO P.o. Box 842

Windermere, FL 34786_

DOMESTIC FILING

NAME: U.S. WATER RECYCLING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

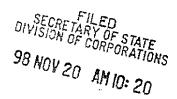
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

U.S. WATER RECYCLING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

U.S. WATER RECYCLING, INC.

The address of the principal office of this corporation shall be 10143 Allenby Court, Orlando, Florida 32821, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Harley Pattee Dir./Pres.__

10143 Allenby Court Orlando, Florida 32821

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

OIVISION OF CORPORATIONS
98 NOV 20 AM 10: 20

IN WITNESS WHEREOF, the undersigned agent of

Corporation Service Company, has hereunto set their hand

and seal of Corporation Service Company, on November 20, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in thisState, 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

ts Agent, Karen B. Rozar

AKC/jjw