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ACCOUNT NO. : 072100000032

REFERENCE : 038235 81861A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : November 19, 1998

ORDER TIME : 1:20 PM

ORDER NO. : 038235-005

CUSTOMER NO: 81861A

800002693018--2

CUSTOMER: Frederic B. O'neal, Esq
FREDERIC B. O'NEAL, ESQ
FREDERIC B. O'NEAL, ESQ
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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 10:20

RECEIVED
98 NOV 20 PM 3:11
TELETYPE
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 AM 10:20

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	10143 Allenby Court
Dir./Pres.	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

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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

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, 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

By: Karen B. Rozar

Its Agent, Karen B. Rozar

AKC/jjw