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November 2, 1998

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-11/04/98-01037-007
****122.50 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: New Corporation Registration

Re: Hydro-Stat, Inc.

FILED
98 NOV 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are Articles of Incorporation for the above new corporation along with a check in the amount of \$122.50 for the filing fee. PLEASE SEE ENCLOSED ASSIGNMENT AND RELEASE OF CORPORATE NAME BY THE FORMER HYDRO-STAT, INC.

Very truly yours,

Douglas M. Bates

Douglas M. Bates
Attorney at Law

(wait on amendment
to be processed)
DMB:ma

Enclosures

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W98-26448
SD
12/8

EXCLUSIVE RIGHT TO USE BUSINESS NAME
AND TELEPHONE NUMBER

WHEREAS, Hydro-Stat (II), Inc., f/k/a Hydro-Stat, Inc., ("Hydro") owns and operates cylinder testing business located at 1111 S.W. 1st Way, Deerfield Beach, Florida 33442. Florida.

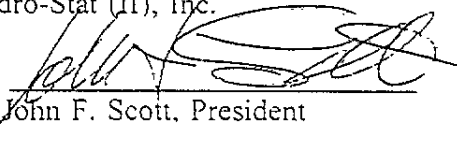
WHEREAS, Hydro-Stat, Inc. a new Florida corporation ("Nickels"), is purchasing said cylinder testing business from "Hydro-Stat" under that certain Business Asset Sale and Purchase Agreement which provides for transfer and use of said name "Hydro-Stat" to Nickels.

NOW THEREFORE, in consideration of the mutual promises and understandings contained within said Sale and Purchase Agreement, and of Ten (\$10.00) Dollars and other good and valuable consideration, receipt and sufficiency of which are acknowledged, the parties agree as follows:

1. Hydro gives and transfers to Nickels ~~the exclusive right to use~~ the name of Hydro-Stat.

2. Hydro gives and transfers to Nickels ~~the exclusive right to use~~ the telephone number 954-428-7677

Hydro-Stat (II), Inc.

by: 

John F. Scott, President

ARTICLES OF INCORPORATION

OF

HYDRO-STAT, INC.

ARTICLE I

CORPORATE NAME

The name of this corporation is: HYDRO-STAT, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is equipment testing. The corporation shall have all powers afforded by the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of the articles of incorporation provided the articles are filed by the Department of State within five (5) days thereof.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Barbara Nickels
1111 SW 1st Way
Deerfield Beach, FL 33441

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The board of directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTOR

The name of the initial director of this corporation and his/her street address is:

Barbara Nickels
1111 SW 1st Way
Deerfield Beach, FL 33441

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles of incorporation as the incorporator is:

Barbara Nickels
1111 SW 1st Way
Deerfield Beach, FL 33441

ARTICLE IX

AMENDMENT

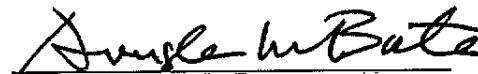
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing articles on Incorporation on the 2nd day of November, 1998.

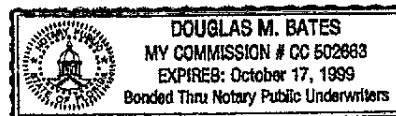

Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, Barbara Nickels, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 2nd day of November, 1998.


Notary Public

My commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Hydro-Stat Inc., desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at 1111 SW 1st
Way Deerfield Beach, FL 33441, has named Barbara Nickels, Broward County, State
of Florida, as its agent to accept service of process within this state.


by: President

Dated: November 2, 1998

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation,
at the place designated in this certificate, the undersigned agrees to act in this capacity,
and agrees to comply with provisions of Florida law relative to keeping the designated
office open.


Registered Agent

By: Barbara Nickels

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