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4/6/99

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

800002869798--7
-05/10/99-01124-025
*****70.00 *****70.00

Re: Articles of Incorporation
Water By Design, Inc.

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$35.00
Registered Agent fee	35.00
	<u>\$70.00</u>

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,



Todd F. Walker

FILED
99 MAY 10 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/12

ARTICLES OF INCORPORATION
OF
WATER BY DESIGN, INC.

FILED
99 MAY 10 PM 5: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

Water By Design, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of common stock with zero par value.

ARTICLE V

Preferences, Privileges, Restrictions and Rights

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock.

ARTICLE VI

Preemptive Rights

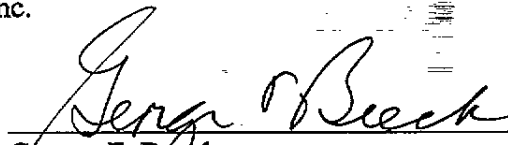
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: George F. Beech.

I hereby am familiar with and accept the duties and responsibilities as registered agent for Water By Design, Inc.


George F. Beech

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

Water By Design, Inc.
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE IX

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

George F. Beech

4 Belleview Blvd., Suite 801
Belleair, FL 33756

David Williams

6322 S. Lagoon Dr.
Panama City Beach, FL 32408-3613

Todd F. Walker

120 S. Hale Ave.
Tampa, FL 33609

ARTICLE X

Indemnification

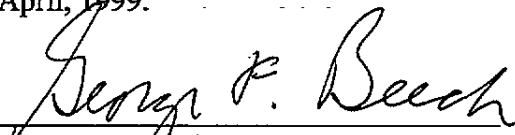
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 6th. day of April, 1999.


George F. Beech, Incorporator