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May 18, 1999

State of Florida
Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

900002881259--3
-05/20/99--01072--003
****122.50 *****78.75

Re: Quality Water Systems, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and the original Certificate Designating Registered Agent and Place of Business Domicile for the Service of Process Within Florida and Acceptance of Agent Upon Whom Process May be Served for the above company. Please file the originals and return a certified copy of the Articles to this office. Our check in the amount of \$122.50 is enclosed.

Your cooperation in this matter is appreciated.

Sincerely,


David C. Friedman

DCF/smp
Enclosures

RECEIVED
MAY 20 11:32

David C. Friedman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. III
DATE 5/25/99
DOC EXAM Denis Brower

ARTICLES OF INCORPORATION
OF
QUALITY WATER SYSTEMS, INC.

RECEIVED
90 MAY 20 11:32

ARTICLE I - NAME

The name of the corporation is QUALITY WATER SYSTEMS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing the Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - STOCK

This Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder shall upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 103 Lee Boulevard, Lehigh Acres, FL 33936 and the

name of the initial registered agent of this Corporation is PETER K. KATZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director and no more than five. The name and address of the initial Board of Directors of the corporation is: Kelly S. Katz & Peter K. Katz - 212 Roosevelt Avenue, Lehigh Acres, Florida 33972.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: KELLY S. KATZ, 212 Roosevelt Avenue, Lehigh Acres, FL 33972.

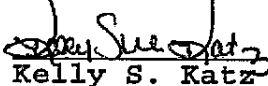
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles on the 18th day of May, 1999.



Kelly S. Katz

STATE OF FLORIDA

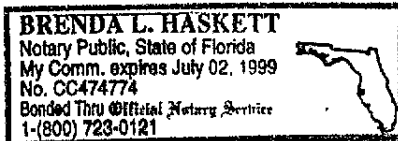
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County as set forth above, personally appeared KELLY S. KATZ, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of May, 1999.

 (SEAL)
Notary Public

Official Seal

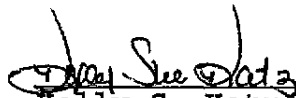


CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.34, Florida
Statutes, the following is submitted.

That QUALITY WATER SYSTEMS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 103 Lee Boulevard, Lehigh Acres,
Florida 33936, has named PETER K. KATZ, located at 103 Lee
Boulevard, Lehigh Acres, Florida 33936, as its agent to accept
service of process within Florida.

DATED: May 18, 1999



Kelly S. Katz

Having been named to accept service of process for the above-
named corporation, at the place designated on this certificate, I
hereby agree to act in this capacity and I further agree to comply
with the provisions of all Statutes relative to the proper
performance of my duties.



Peter K. Katz, Registered Agent