

Law Offices

GARGANO & MARCHEWKA, L.L.P.

2075 West First Street, Suite 203
Fort Myers, Florida 33901
941-337-2280
FAX 941-337-7705

Anthony J. Gargano

Please reply to:
P.O. Box 2527
Fort Myers, Florida 33902-2527

299000048145

May 21, 1999

EFFECTIVE DATE
5/20/99

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

200002884082--3
-05/24/99-01096-013
*****78.75 *****78.75

**RE: Articles of Incorporation for
VIRTUAL WATER SYSTEMS, INC.**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of VIRTUAL WATER SYSTEMS, INC. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	8.75

TOTAL: \$ 78.75

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

Anthony J. Gargano

Anthony J. Gargano

AJG:rds
enclosures
cc: client

FILED

99 MAY 24 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 27 1999

99 MAY 24 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
VIRTUAL WATER SYSTEMS, INC.

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is **VIRTUAL WATER SYSTEMS, INC.**

EFFECTIVE DATE
5/20/99

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.
- B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Those shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office and the mailing address for the corporation is 15560 McGregor Blvd., #8, Ft. Myers, FL 33908.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 2075 West First Street, Suite 203, Fort Myers, Florida 33901 and the name of its Registered Agent at that address is Anthony J. Gargano.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

David L. Lageschulte
4411 Cleveland Avenue
Fort Myers, FL 33901

ARTICLE 8. INCORPORATOR

The name and address of each Incorporator is as follows:

Gary Winrow
15560 McGregor Blvd., #8
Ft. Myers, FL 33908

ARTICLE 9. AMENDMENT

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

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators, and registered agent to the full extent permitted by law.

ARTICLE 11. STOCK TRANSFER RESTRICTIONS

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

ARTICLE 12. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

ARTICLE 14. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the Shareholders.

ARTICLE 15. DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

ARTICLE 16. DIVIDENDS

Dividends may be paid to the Shareholders.

ARTICLE 17. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

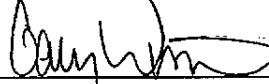
ARTICLE 18. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE 19. SHAREHOLDER AGREEMENT

The Shareholders or subscribers to stock of this Corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the Shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the Corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the Agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on
May 20, 1999



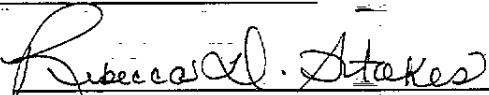
Gary Winrow

STATE OF FLORIDA }
 }
COUNTY OF LEE }

The foregoing instrument was acknowledged before me this May 20 1999 by Gary Winrow who is
personally known to me or produced _____ as identification.



REBECCA D. STOKES
MY COMMISSION # CC468783 EXPIRES
June 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.



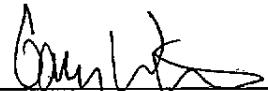
NOTARY PUBLIC
Rebecca D. Stokes
Printed Name

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **VIRTUAL WATER SYSTEMS, INC.**
2. The name and address of the registered agent is: **Anthony J. Gargano**
3. The address of the registered office of the Corporation is: **2075 West First Street, Suite 203, Fort Myers, FL 33901**


Gary Winrow, Incorporator
May 20, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Anthony J. Gargano, Registered Agent

May 20, 1999