

999000090487



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 408459 162388A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 12, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 408459-005

CUSTOMER NO: 162388A

CUSTOMER: Joseph A. Murphy, III, Esq.
JOSEPH A. MURPHY, III, ESQ.
JOSEPH A. MURPHY, III, ESQ.
516 Camden Avenue

Stuart, FL 34994

DOMESTIC FILING

NAME: ATLANTIS WATER CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

2555-2556
W99-23490

EXAMINER'S INITIALS:

300003012583--2
-10/12/99-01042-011
*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 AM 10:09

RECEIVED
99 OCT 12 AM 11:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FILED
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DIVISION OF CORPORATIONS

99 OCT 12 AM 10:09

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ATLANTIS WATER CARE, INC.
Ref. Number: W99000023490

We have received your document for ATLANTIS WATER CARE, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00049285

RESUBMIT
Please give original
submission date as file date
99 OCT 13 PM 4:40
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATLANTIS WATER CARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 12 AM 10:09

The undersigned, acting as incorporator for the purposes of forming a water conditioning sales and service business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is **ATLANTIS WATER CARE, INC..**

ARTICLE TWO

The principal office of the Corporation, the mailing address for the Corporation, the street address of the Corporation initial registered office is:

3754 SE Dixie Highway
Stuart, FL 34997

ARTICLE THREE

The name of the registered agent at the above address is:

Thomas Conway
3754 SE Dixie Highway
Stuart, FL 34997

ARTICLE FOUR

The corporation is authorized to issue 500 shares of common stock at \$1,000.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

ARTICLE FIVE

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE SIX

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SEVEN

The corporation shall be a water conditioning sales and service business.

ARTICLE EIGHT

The corporation shall initially have two directors which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial director shall be:

Thomas Conway
3754 SE Dixie Highway
Stuart, FL 34997

Thomas McKenna
3754 SE Dixie Highway
Stuart, FL 34997

ARTICLE NINE

The name and address of the individual who is the incorporator:

Thomas Conway
3754 SE Dixie Highway
Stuart, FL 34997

ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Thomas Conway
Vice-President	Thomas McKenna
Secretary	Thomas McKenna
Treasurer	Thomas Conway

ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Thomas Conway	3754 SE Dixie Highway Stuart, FL 34997	255	\$255,000.00
Thomas McKenna	3754 SE Dixie Highway Stuart, FL 34997	170	\$170,000.00
Bill Morrow	3754 SE Dixie Highway Stuart, FL 34997	75	\$75,000.00

ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to an consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

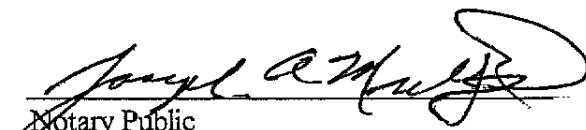
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of OCTOBER, 1999.


THOMAS CONWAY

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **THOMAS CONWAY** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified himself by Florida Drivers License # C500-820-58-094-0, he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 11 day of OCTOBER, 1999.


Notary Public
State of Florida at Large

My commission expires:

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That ATLANTIS WATER CARE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Stuart, County of Martin, State of Florida has named THOMAS CONWAY, 3754 SE DIXIE HIGHWAY, STUART, FLORIDA 34997 being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Thomas Conway
THOMAS CONWAY
Registered Agent

Date: 10-11-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 12 AM 10:09