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LAW OFFICES OF

RICHARD S. TAYLOR, JR. FILED

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PAULA SONTOS
PARALEGAL

OCT-9 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

October 4, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: H2O Pros, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for H2O Pros, Inc. for filing. I have enclosed also my firm check in the amount of \$78.75 for the fee for same.

Sincerely,



Richard S. Taylor, Jr.

RST/ps
Enclosures

PA 10/10/00 ✓

ARTICLES OF INCORPORATION

OF

H2O PROS, INC.

FILED
00 OCT -9 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be H2O PROS, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

The purpose of the corporation shall be for the purpose of the transaction of any other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 7,500 shares of common stock of a par value of ten Cents (\$0.10) per share and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and mailing address of this corporation is 1505 Sparrow Street, Longwood, Florida 32750.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 1505 Sparrow Street, Longwood, Florida 32750 and the name of the Registered Agent of this corporation at that address is Trent A. Koepke.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may

be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The name and address of the initial directors of this corporation is as follows:

Trent A. Koepke
1505 Sparrow Street
Longwood, Florida 32750

Michael S. McClendon
548 Olympic Village, Apt. #8
Altamonte Springs, Florida 32714

ARTICLE VIII. INITIAL OFFICERS.

Trent A. Koepke
1505 Sparrow Street
Longwood, Florida 32750

- President/Treasurer

Michael S. McClendon
548 Olympic Village, Apt. #8
Altamonte Springs, Florida 32714

- Vice-President/Secretary

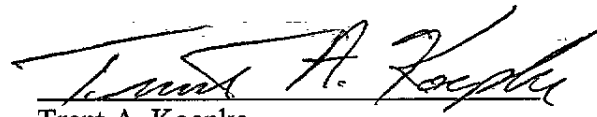
ARTICLE IX. AMENDMENT.

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

ARTICLE X. INCORPORATOR.

The Incorporator of these Articles of Incorporation is Trent A. Koepke and his address is 1505 Sparrow Street, Longwood, Florida 32750.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of October, 2000.

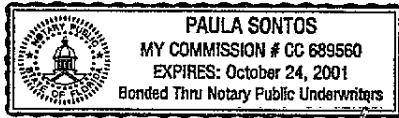


Trent A. Koepke
Incorporator, President/Treasurer

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared, Trent A. Koepke after being by me first duly sworn, deposes and says he is the Incorporator in the foregoing Articles of Incorporation and that they executed the same for that purpose.

Sworn to and subscribed before me this 4th day of October, 2000 by Trent A. Koepke: Affiant, who is personally known to me or who provided me with _____ as identification and he did take an oath.



Paula Sontos
Notary Public - State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent to accept service of process of H2O Pros, Inc., 1505 Sparrow Street, Longwood, Florida 32750, as designated by the corporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED this 4th day of October, 2000.

Trent A. Koepke
Trent A. Koepke
Registered Agent

FILED
00 OCT -9 PM 12: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA