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LAW OFFICES OF
Allgood & Misemer, P.A.

FILED

5645 NEBRASKA AVE. • NEW PORT RICHEY, FLORIDA 34652-2694
TELEPHONE (727) 848-2593 • FACSIMILE (727) 848-2597

02 SEP 24 AM 10:17

SAM Y. ALLGOOD, JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 2001

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****78.75 ****78.75

Office of the Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Proposed Articles of Incorporation of H2O UTILITIES OF FLORIDA, INC.

Dear Sir:

Enclosed find original and duplicate of Articles of Incorporation of the above-named corporation, together with our check in the amount of \$78.75 to cover the following costs:

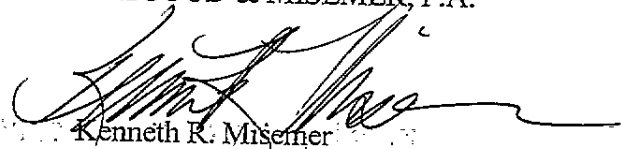
Filing fee	\$ 35.00
Certified copy of Articles (copy furnished)	\$ 8.75
Registered Agent fee	\$ <u>35.00</u>
TOTAL:	\$ 78.75

Please certify and return the duplicate Articles of Incorporation, if approved.

Thank you for your prompt attention.

Yours truly,

ALLGOOD & MISEMER, P.A.



Kenneth R. Misemer

KRM/ar
Enclosures

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ARTICLES OF INCORPORATION
OF
H2O UTILITIES OF FLORIDA, INC.

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02 SEP 24 AM 10: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following Articles of Incorporation for that corporation.

1. NAME: The name of this corporation is H2O UTILITIES OF FLORIDA, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Kenneth R. Misemer
5645 Nebraska Avenue
New Port Richey, FL 34652

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial director of this corporation are:

Kenneth R. Misemer
5645 Nebraska Avenue
New Port Richey, FL 34652

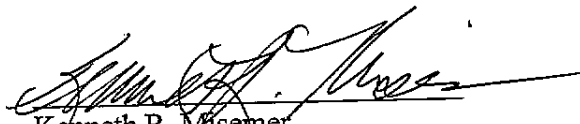
7. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation are:

Kenneth R. Misemer
5645 Nebraska Avenue
New Port Richey, FL 34652

8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation, if known, are:

5645 Nebraska Avenue
New Port Richey, FL 34652

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of September 2002.

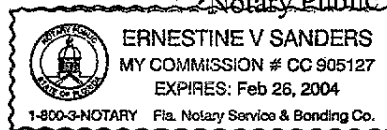

Kenneth R. Misemer
Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 19th day of September, 2002, by KENNETH R. MISEMER as incorporator for H2O UTILITIES OF FLORIDA, INC., a Florida corporation, who is personally known to me or produced _____ as identification.



Ernestine V. Sanders
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for H2O UTILITIES OF FLORIDA, INC.


Kenneth R. Misemer
Registered Agent