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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials or signature in the bottom right corner.

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY
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DANIEL D. WHITAKER

TELEPHONE: 813-250-0577
FACSIMILE: 813-250-9898

June 2, 2003

VIA UPS Next Day Air

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: H₂Opr, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes

Nancy Barnes, Paralegal

NRB/er
Enclosures
cc: H₂Opr, Inc.

20-DDW-225

ARTICLES OF INCORPORATION
OF
H₂Opr, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is H₂Opr, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 18402 Owl Drive, Lutz, Florida 33549.

ARTICLE 3

Shares

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606-2543, and the name of the initial registered agent of this corporation at that address is Daniel D. Whitaker.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

Honey Rand
18402 Owl Drive
Lutz, Florida 33549

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Honey Rand
18402 Owl Drive
Lutz, Florida 33549

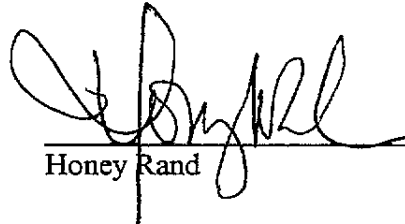
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 30 day of May, 2003.

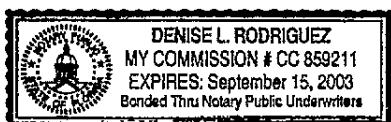


Honey Rand

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of May, 2003 by Honey Rand.

SEAL





Type, Print or Stamp Name of Notary

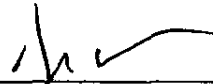
Personally known

or Produced Identification _____

Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Daniel D. Whitaker
712 South Oregon Avenue
Tampa, Florida 33606-2543

20-DDW-224

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TALLAHASSEE, FLORIDA