

Document Number Only

F98000002701

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002520509-8

-05/12/98-01064-009

*****70.00 *****70.00

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National Water & Power, Inc

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JOEY

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NATIONAL WATER & POWER, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 33-0782615
(FEI number, if applicable)

4. December 4, 1997
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 18881 Von Karman Avenue, Suite 100
Irvine, CA 92715
(Current mailing address)

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8. Water submetering and billing.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

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

C T Corporation System

Connie Bryan

(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Howard S. Freedland

Address: 18881 Von Karman Avenue, Suite 100

Irvine, CA 92715

Director: Gary M. Smith

Address: 18881 Von Karman Avenue, Suite 100

Irvine, CA 92715

* Please see Attachment A for additional directors, attached hereto.

B. OFFICERS

President: Gary M. Smith

Address: 18881 Von Karman Avenue, Suite 100

Irvine, CA 92715

Vice President: _____

Address: _____


Secretary: Gary M. Smith

Address: 18881 Von Karman Avenue, Suite 100

Irvine, CA 92715

Treasurer: Howard S. Freedland
Address: 18881 Von Karman Avenue, Suite 100
Irvine, CA 92715

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Howard S. Freedland, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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ATTACHMENT A

**ADDITIONAL DIRECTORS
OF
NATIONAL WATER & POWER, INC.**

Mark Strome
18881 Von Karman Ave., Suite 100
Irvine, CA 92715

Frank Suryan
18881 Von Karman Ave., Suite 100
Irvine, CA 92715

Anthony Buffa
18881 Von Karman Ave., Suite 100
Irvine, CA 92715

Edward Wheeler
18881 Von Karman Ave., Suite 100
Irvine, CA 92715

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL WATER & POWER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9029331

DATE:

04-16-98