

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

84797

Corp. I.D. # _____

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Barclay Water Management, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Barclay Water Management, Inc.

SECOND: The name which it elects to use in Rhode Island is Barclay Water Management, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is April 1, 1975 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 150 Coolidge Ave. Watertown, MA 02172

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer St., Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System

n/a
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To carry on an industrial water treatment business and to engage in any act or activity permitted by the laws of Massachusetts for which corporations may be organized under the General Laws of the State of Rhode Island, provided that the corporation is not to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

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STATE OF RHODE ISLAND
CORPORATIONS DIVISION
JUN 7 1995

FILED

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By NA #55
141406

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
William J. Brett	Director	137 Cedar Lane Westwood MA 02090
Roland A. Dion Jr.	Director	91 Westover Pkwy Norwood MA 02062
Robert V. Davis	Director	198 Cordaville Rd. Southborough MA 01772

Name	Office	Address
William J. Brett	President	see above
Roland A. Dion Jr.	Vice President	
Robert V. Davis	Secretary	
Robert V. Davis	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
2,500	Common	One Series Only	No Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,500	Common	One Series Only	No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3,400,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 53,000.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 5,800,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 290,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 5/30, 1995

Barclay Water Management, Inc.
[Exact Corporate Name of Corporation Making Application]

By William J. Bret
William J. Bret
Its President
and Robert V. Davis
Robert V. Davis
Its Secretary

STATE OF Massachusetts }
COUNTY OF Middlesex } Sc.

At Watertown, Massachusetts in said County on the 30th day
of May 1995, before me personally appeared
Robert V. Davis, who being by me first duly sworn, declared that
he is the secretary of Barclay Water Management, Inc.
that he signed the foregoing document as such secretary of the
corporation, and that the statements therein contained are true.

Dorothy Kelly
Notary Public

(NOTARIAL SEAL)

My commission expires Dec. 22, 2000

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SECRETARY OF
THE COMMONWEALTH
1995 MAY 23 PM 12:18
REGISTRATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156B, SECTION 72

I hereby approve the within articles of amendment and, the filing fee in the
amount of \$ 100 having been paid, said articles are deemed to have
been filed with me this 23rd day of MAY
19 95

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/31/95
FILED 22

TO BE FILLED IN BY CORPORATION

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT

Edward E. Hicks, Esquire

TO: Comins & Newbury

84 State Street

Boston, MA 02109

Telephone: (617) 523-0222