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BENJAMIN H. AYRES  
ATTORNEY AND COUNSELOR AT LAW

LAUREL HUN PROFESSIONAL CENTER  
900 S. E. 17th STREET, SUITE 600  
OCALA, FLORIDA 34471

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(904) 351-2000  
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(904) 351-5200

August 21, 1995

400001569384  
-08/25/95--01021--005  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

Re: VALVES, INC.

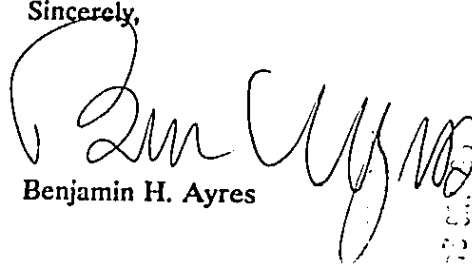
Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation, together with a check in the amount of \$122.50 for payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

TOTAL \$122.50

Upon your approval, please certify a copy of these Articles of Incorporation and return it to my office.

Sincerely,

  
Benjamin H. Ayres

BHA:pan

Enclosures

B:\VALVES\SEC-ST.LTR

SAB  
8/25/95

ARTICLES OF INCORPORATION  
OF  
VALVES, INC.

FILED  
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**ARTICLE I: NAME**

The name of this Corporation is VALVES, INC.

**ARTICLE II: PURPOSE**

The general nature of the objects and purposes of this Corporation shall be to engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III: CAPITAL STOCK**

The amount of the capital stock for which this Corporation is authorized to issue is 1000 shares of \$1.00 par value common stock.

**ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is \$1,000.00 (One Thousand Dollars).

**ARTICLE V: TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved according to law, beginning on the date of signing by the subscriber.

BENJAMIN H. AYRES  
ATTORNEY AT LAW  
LAUREL RUN  
PROFESSIONAL CENTER  
2100 S.E. 17TH STREET  
SUITE 600  
OCALA, FLORIDA 34471  
(904) 351-2000

#### ARTICLE VI

The name and residence of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE C. SHOTWELL, JR.	1039 NE 25th Street Ocala, FL 34470

#### ARTICLE VII: BOARD OF DIRECTORS

Section 1: The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By-Laws.

Section 2: The Board of Directors shall be members of the Corporation.

Section 3: Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4: The name and address of the person who is to serve as Director is:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE C. SHOTWELL, JR.	1039 NE 25th Street Ocala, FL 34470

#### ARTICLE VIII: BY-LAWS

Section 1: The Directors of this Corporation may provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a three-fourths (3/4) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### **ARTICLE IX: INITIAL REGISTERED AGENT**

The street address of the initial principal office of this Corporation is 2731 NE Jacksonville Road (200A), Ocala, FL 34470, and the name of the initial registered agent of this Corporation is GEORGE C. SHOTWELL, JR., P. O. Box 816, Ocala, FL 34478.

#### **ARTICLE X: EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

#### **ARTICLE XI: AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

#### **ARTICLE XII: DISSOLUTION**

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 21 day of August, 1995, for the purpose of forming this Corporation.


  
GEORGE C. SHOTWELL, JR.

STATE OF FLORIDA

COUNTY OF MARION

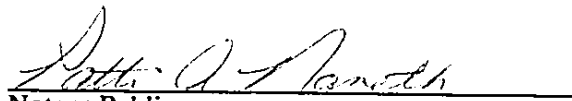
BEFORE ME, a Notary Public duly authorized in the state and county above named to take acknowledgments, personally appeared GEORGE C. SHOTWELL, JR., who,

 Is personally known to me.

 Produced the following identification: \_\_\_\_\_

and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of August, 1995.

  
Notary Public  
Printed Name: Patti A. Nameth  
My commission expires: \_\_\_\_\_

BENJAMIN H. AYRES  
ATTORNEY AT LAW  
LAUREL RUN  
PROFESSIONAL CENTER  
2100 S.E. 12TH STREET  
SUITE 800  
OCALA, FLORIDA 33471  
(904) 351-2000

BIVALVESART-INC



PATTI A. NAMETH  
MY COMMISSION # CC384641 EXPIRES  
July 26, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

VALVES, INC., desiring to organize under the laws of the State of Florida, with it's principal office, as indicated in the Articles of Incorporation, at the City of OCALA, County of MARION, State of FLORIDA, has named GEORGE C. SHOTWELL, JR., located at 1039 NE 25th Street, Ocala, FL 34470, as it's agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
GEORGE C. SHOTWELL, JR.  
Resident Agent

BENJAMIN H. AYRES  
ATTORNEY AT LAW  
LAUREL RUN  
PROFESSIONAL CENTER  
2500 S.E. 17TH STREET  
SUITE 600  
OCALA, FLORIDA 34471  
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