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TALLAHASSEE, FLORIDA

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Patricia Piguet

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CUSTOMER NO: 118517A

CUSTOMER: Christina C. Young, Esq
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DOMESTIC AMENDMENT FILING

NAME: COAST PUMP & SUPPLY CO, INC.

EFFECTIVE DATE:

6000008180746--7

XX AMENDED AND RESTATED ARTICLES

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

C. Coulllette OCT 03 2002

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
COAST PUMP & SUPPLY CO., INC.

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Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Coast Pump & Supply Co., Inc. adopts these Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is Coast Pump & Supply Co., Inc. (the "Company").

SECOND: These Amended and Restated Articles of Incorporation shall replace and supersede in their entirety the Company's initial articles of incorporation, as amended.

THIRD: These Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation of the Company. The amendments were adopted and approved by all of the holders of the voting common stock of the Company on October 2, 2002, by written consent without a meeting. The number of votes cast for the amendment by the holders of the voting common stock was sufficient for approval.

FOURTH: The Articles of Incorporation of the Company are amended and restated in their entirety to read as follows:

ARTICLE 1. NAME

The name of the corporation is: Coast Pump & Supply Co., Inc.

ARTICLE 2. STOCK

The maximum number of shares of capital stock that the Company is authorized to issue and have outstanding at any time is 15,000 shares of voting common stock having a par value of \$.01 and 150,000 shares of nonvoting common stock having a par value of \$.01. Shares in the Company may not be issued for consideration other than cash, property, or in payment of a debt of the Company without the unanimous consent of all of the shareholders and then only if permitted under the Florida Business Corporation Act.

The voting common stock and nonvoting common stock have identical economic rights, are entitled to participate pro rata and equally in all distributions (operating and liquidating), and have the same preferences, limitations, and relative rights except as set forth in these Amended and Restated Articles of Incorporation with respect to voting rights.

Preemptive Rights - The Company shall provide written notice to each holder of the Company's common stock before the issuance of any of the following: any shares of common or preferred stock, any options, rights, or warrants to acquire common stock or preferred stock, and any notes, debentures, or other debt securities that are convertible into common or preferred stock (generically referred to as the "New Shares"). Each holder of the Company's common stock will have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase any New Shares (whether or not currently authorized and including shares from the treasury of the Company) in the ratio that the number of shares of the common stock held by the shareholder at the time of the issue bears to the total number of shares outstanding of the common stock, except that: (a) if the New Shares consists of voting common stock, a shareholder may purchase the voting common stock in the ratio that the number of shares of voting common stock held by the shareholder at the time of issue bears to the total number of shares outstanding of the voting common stock; and (b) if the New Shares consists of nonvoting common stock, a shareholder may purchase the nonvoting common stock in the ratio that the number of shares of nonvoting common stock held by the shareholder at the time of issue bears to the total number of shares outstanding of the nonvoting common stock. The holder waives his right to purchase any of the New Shares unless he exercises that right and pays for the New Shares within thirty days of his receipt of the Company's written notice. If a holder of the Company's common stock does not exercise his right to purchase pursuant to this Article, the Company shall provide written notice of that fact to the remaining holders of the Company's common stock who will have ten days in which to purchase those shares in the same ratio as above. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase New Shares pursuant to this Article. Any public offerings of the Company's securities shall not give rise to any preemptive rights under this Article.

ARTICLE 3. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the Company is 610 Groveland Avenue, Venice, Florida 34292.

ARTICLE 4. CURRENT REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Company is 610 Groveland Avenue, Venice, Florida 34292, and the name of the Company's current registered agent at that address is Gordon W. Phillips.

ARTICLE 5. CURRENT BOARD OF DIRECTORS

The Company shall have four directors. The names and street addresses of the directors are:

<u>Name</u>	<u>Address</u>
Gordon W. Phillips	610 Groveland Avenue Venice, Florida 34292
Matthew Phillips	610 Groveland Avenue Venice, Florida 34292
Mark Phillips	610 Groveland Avenue Venice, Florida 34292
Mitchell Phillips	610 Groveland Avenue Venice, Florida 34292

ARTICLE 6. INCORPORATOR

The name and street address of the incorporator of the Company was:

Charles L. Milligan
209 Louella Lane
Nokomis, Florida

ARTICLE 7. BYLAWS

The power to amend or repeal the Bylaws of the Company or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the issued and outstanding shares shall be necessary to exercise that power.

FIFTH: These Amended and Restated Articles of Incorporation will become effective when they are filed with the Florida Department of State. When these Amended and Restated Articles of Incorporation become effective, each issued and outstanding share of the Company's voting common stock, \$.01 par value, will be reclassified into 2 fully paid and nonassessable shares of the voting common stock having a par value of \$.01 per share, and each issued and outstanding share of the Company's nonvoting common stock, \$.01 par value, will be reclassified into 2 fully paid and nonassessable shares of the nonvoting common stock having a par value of \$.01 per share.

EXECUTED: Oct 2, 2002

COAST PUMP & SUPPLY CO., INC.

ATTEST:

Matthew Phillips
Name: Matthew Phillips
Assistant Secretary

By: Gordon W. Phillips
Gordon W. Phillips
President

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