

F95000001979

1201 HADSON STREET
TALLAHASSEE, FL 32301
904-222-9000
904-222-1000

800-341-0086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

95 APR 21 PM 12:59
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032
REFERENCE : 58101010
AUTHORIZATION :
COST LIMIT : 9 70.00

ORDER DATE : April 21, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 583381

CUSTOMER NO: 86901D

700001462287

CUSTOMER: Ms. Donna Joseph
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

W95-8643

FOREIGN FILINGS

NAME: THE GREAT WATER CLOSET
CORPORATION OF AMERICA

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 PM 12:26



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

95 APR 24 AM 9:08

DIVISION OF CORPORATIONS

April 21, 1995

Please give today's file date

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: THE GREAT WATER CLOSET CORPORATION OF AMERICA
Ref. Number: W9500008643

RESUBMIT

We have received your document for THE GREAT WATER CLOSET CORPORATION OF AMERICA and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 995A00018984

**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. The Great Water Closet Corporation of America
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. October 27, 1988 4. Perpetual
(Date of Incorporation) (Duration)
5. 52-1656382
(Federal Employer Identification number, if applicable)
6. April 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5805 Blue Lagoon Drive, Suite 110, Miami, Florida 33126
(Current mailing address)
8. Importing, marketing, distribution and sale of toilets and other bath products, plumbing fixtures and fittings and related activities.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Director: Carlos F. Isaac
Address: c/o W.C. Inc.
5805 Blue Lagoon Drive, Suite 110, Miami, Fla. 33126

Director: Marcelo Rodriguez
Address: c/o W.C. Inc.
5805 Blue Lagoon Drive, Suite 110, Miami, Fla. 33126

Director: Robert A. Schneider
Address: 301 East 48th Street
New York, N.Y. 10017

Director: Jose Pablo de la Fuente
Address: c/o W.C. Inc.
5805 Blue Lagoon Drive, Suite 110, Miami, Fla. 33126

95 APR 21 PM 12:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

9. Officers:

President: Carlos E. Isaac

Address: See above

Vice President: _____

Address: _____

Secretary: Robert A. Schneider

Address: See above

Treasurer: Marcelo Rodriguez

Address: See above

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: THE PRENTICE HALL CORPORATION SYSTEM, INC.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida 32301

Zip Code

11. Registered agent's 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 obligations of my position as registered agent.

Registered agent's signature: By: Robert A. Schneider

12. 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.

13. Robert A. Schneider

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Robert A. Schneider, Secretary

(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GREAT WATER CLOSET CORPORATION OF AMERICA" 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 NINETEENTH DAY OF APRIL, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 PM 12:26



Edward J. Freel

Edward J. Freel, Secretary of State

2176602 8300

950086414

AUTHENTICATION: 7477882

DATE: 04-19-95

HAYNSWORTH, MARION, McKAY & GUÉRARD, L. L. P.
ATTORNEYS AT LAW

1201 Main Street
AT&T Building—Suite 2400
Post Office Box 7157
Columbia, South Carolina 29202
(803) 786-1800
Facsimile (803) 786-2200

75 Beattie Place
Two Insignia Financial Plaza — Eleventh Floor
Post Office Box 2048
Greenville, South Carolina 29602
(803) 270-3200
Facsimile (803) 244-3300

134 Meeting Street
Fourth Floor
Post Office Box 1110
Charleston, South Carolina 29402
(803) 722-8000
Facsimile (803) 724-8018

June 5, 1997

Reply to Greenville Office
Direct Dial: 240-3238

Florida Department of State
Bureau of Commercial Recording
409 E. Gaines Street
Tallahassee, Florida 32301

RE: CISA, Inc.

700002207987--8
-06/10/97--01091--004
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed for filing with the State of Florida are one manually signed and one conformed copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for CISA, Inc., a Delaware corporation (the "Corporation"). The name of the Corporation on the records in Florida is currently The Great Water Closet Corporation of America. A copy of the Certificate of Amendment as filed in Delaware evidencing the name change of the Corporation is attached. The appropriate filing fee is enclosed.

Please date stamp one copy of the Application and return to my attention in the enclosed stamped addressed envelope as evidence of filing.

Please call me at the above number if you have any questions respecting this filing. Thank you for your prompt attention to this matter.

Very truly yours,

HAYNSWORTH, MARION, McKAY & GUERARD,
L.L.P.

Allen L. Badger
Ellen L. Badger, Paralegal

Enclosures

APPROVED
AND
FILED

RECEIVED
FLORIDA
DEPARTMENT OF STATE
JUN 11 1997

OK
297000014088
SPY
79500001979
NC
7-17-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

HAYNSWORTH, MARION, MCKAY & GUERARD, L.L.P.
% ELLEN BADGER
P.O. BOX 2048
GREENVILLE, SC 29602

SUBJECT: THE GREAT WATER CLOSET CORPORATION OF AMERICA
Ref. Number: F95000001979

We have received your document for **THE GREAT WATER CLOSET CORPORATION OF AMERICA** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00032256

HAYNSWORTH, MARION, McKAY & GUÉRARD, L. L. P.
ATTORNEYS AT LAW

1201 Main Street
AT&T Building—Suite 2400
Post Office Drawer 7157
Columbia, South Carolina 29202
(803) 785-1818
Facsimile (803) 785-2388

75 Beattie Place
Two Insignia Financial Plaza — Eleventh Floor
Post Office Box 2048
Greenville, South Carolina 29602
(864) 240-3200
Facsimile (864) 240-3300

134 Meeting Street
Fourth Floor
Post Office Box 1119
Charleston, South Carolina 29402
(803) 722-7808
Facsimile (803) 724-8016

July 10, 1997

Reply to Greenville Office
Direct Dial: 240-3320

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: CISA, Inc. (f/k/a The Great Water Closet Corporation of America)
Reference Number: F95000001979

Dear Ms. Mustain:

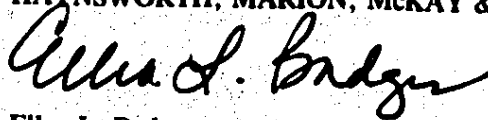
Pursuant to your letter dated June 17, 1997, on behalf of CISA, Inc., a Delaware corporation (the "Corporation"), enclosed for filing are two copies of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, with the required certified Certificate of Amendment evidencing the Corporation's name change.

It is my understanding that you have retained the filing fee.

Please call me if further documentation is required. Thank you for your attention to this matter.

Very truly yours,

HAYNSWORTH, MARION, McKAY & GUERARD, L.L.P.



Ellen L. Badger
Paralegal

Enclosures

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. The Great Water Closet Corporation of America
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. April 21, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 5, 1997
5. CISA, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

APPROVED
AND
FILED
97 JUL 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

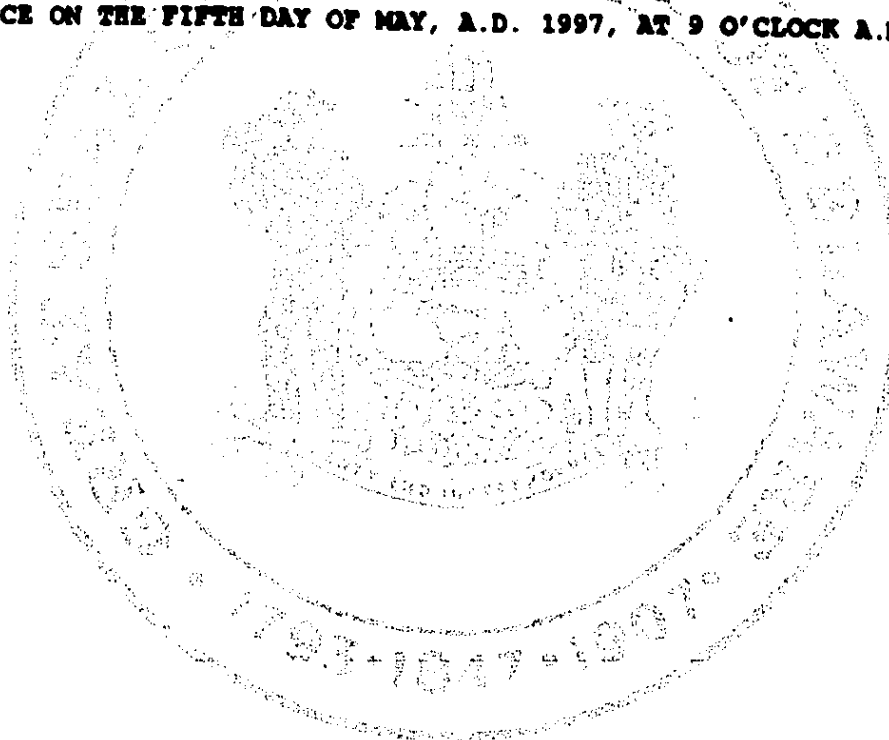
Larry V. Friend
Signature
Larry V. Friend
Typed or printed name

6/3/97
Date
President and CEO
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE GREAT WATER CLOSET CORPORATION OF AMERICA", CHANGING ITS NAME FROM "THE GREAT WATER CLOSET CORPORATION OF AMERICA" TO "CISA, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.



2176602 8100
971217500



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 8543705
07-03-97

DATE:

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/25/1997
971143838 - 2176602

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The Great Water Closet Corporation of America, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

The
FIRST: That at a meeting of the Board of Directors of **GREAT WATER CLOSET CORPORATION OF AMERICA** resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows

"The name of the Incorporation is CISA, Inc."

SECOND: That hereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment

IN WITNESS WHEREOF, said The Great Water Closet Corporation of America has caused this certificate to be signed by its Secretary, this 28th day of April, 1997.

BY:


Marcelo Rodriguez Secretary