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HAROLD M. LIGHTMAN, M.B.A
FINANCIAL CONSULTANT

FILED
00 JUN -9 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 5, 2000

Secretary Of State
Corporation Records Bureau
Department Of State
P.O. Box 6327
Tallahassee, FL 32314

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

To Whom It May Concern:

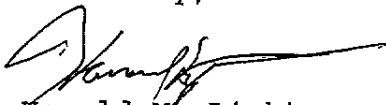
Please see enclosed original and copy of Articles Of
Incorporation for AGAPAO 2000, INC.

Also, please find enclosed a check in the amount of \$70.00
to cover costs of incorporation fees of said corporation.

If there are any questions regarding this corporation please
call the number listed below.

Thank You.

Sincerely,



Harold M. Lightman
Financial Consultant

HML/cat

2700 PGA Blvd., Suite 201B
Palm Beach Gardens, FL. 33418
Office 561-627-3089 Fax 561-627-1821

D. BROWN JUN 15 2000

ARTICLES OF INCORPORATION
OF

AGAPAO 2000, INC.

** ** *

ARTICLE I

NAME

The name of this corporation shall be AGAPAO 2000, INC.

The corporation's mailing address shall be:
3819 Westgate Avenue
Suite 6
West Palm Beach, Florida 33409

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business pertaining to retail and wholesale plumbing supplies and fixtures.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution. The code Section 1244 Election has been selected for the authorized and issued common stock.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be 3819 Westgate Avenue, Suite 6, West Palm Beach, Florida, 33409 and the mailing address shall be the same, 3819 Westgate Avenue, Suite 6, West Palm Beach, Florida, 33409. The name of the initial Registered Agent of this corporation shall be Lee Cocuzza and his address is 3819 Westgate Avenue, Suite 6, West Palm Beach, Florida, 33409.

ARTICLE VI

DIRECTORS

Pursuant of Florida Statutes, Section 607.0801, this corporation shall have no board of directors. The affairs of this corporation shall be managed by its shareholders.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:
HAROLD M. LIGHTMAN, M.B.A.
2700 PGA Blvd., Suite 201B
Palm Beach Gardens, FL 33410

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X

AMENDMENTS

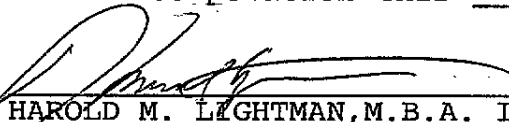
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

OFFICERS



The officers of this corporation shall be as follows:
President Lee Cocuzza Treasurer Gretchen Cocuzza
Vice President Quinn Whiteside Secretary Dana Hanlon

In Witness Whereof, the undersigned incorporator has executed these Articles Of Incorporation this 5 day of June, 2000.


HAROLD M. LIGHTMAN, M.B.A. Incorporator


STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation were acknowledged before me this 5 day of June, 2000.


NOTARY PUBLIC, State of Florida, at Tallahassee
My Commission expires:  Cheryl A. Thomas
Commission # 00 881135
Expires Oct. 19, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 5 day of June, 2000.


Lee Cocuzza
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED