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LAW OFFICES  
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PROFESSIONAL ASSOCIATION  
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SUITE 100  
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May 16, 2001

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Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Filing of Articles for Roger Plumbing, Inc.**

Dear Sirs:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$78.75 to cover the filling fee, certified copy charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address, along with a copy of the Issuance Certificate.

Thanking you in advance for your anticipated cooperation, I remain,

Very truly yours,

**ERNESTO J. DE LA FÉ, P.A.**

By: 

Ernesto J. de la Fé, Esq.

EJF/jm

FILED  
01 MAY 18 AM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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F. CHESLER

MAY 23 2001

**ARTICLES OF INCORPORATION  
OF  
ROGER PLUMBING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be the following:

Roger Plumbing, Inc.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be:

7135 Southwest 17<sup>th</sup> Terrace  
Miami, Florida 33155

and the name of the initial Registered Agent for the corporation at that address is:

Roger G. Roger

SECRETARY OF STATE  
TALAHASSEE, FLORIDA

01 MAY 18 AM 12:03

FILED

## **ARTICLE V - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Roger G. Roger

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

Roger G. Roger  
7135 Southwest 17<sup>th</sup> Terrace  
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this  
16<sup>th</sup> day of May, 2001.

Incorporator:

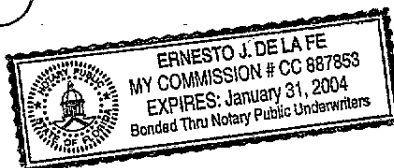
  
\_\_\_\_\_  
Roger G. Roger

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 16 day of May,  
2001, by Roger G. Roger, who is personally known to me or produced the following identification  
N/A and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, Roger Plumbing, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 7135 Southwest 17<sup>th</sup> Terrace, Miami, Florida 33155, has named Roger G. Roger, whose address is 7135 Southwest 17<sup>th</sup> Terrace, Miami, Florida 33155, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

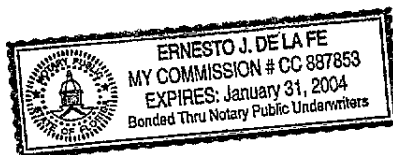
  
Roger G. Roger

**STATE OF FLORIDA  
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NOTARY PUBLIC, State of Florida

My Commission Expires:



SECRETARY OF STATE  
TALAHASSEE, FLORIDA

01 MAY 18 AM 12:00

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