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02 JAN 15 AM 8:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FAX: (904) 825-2734

January 9, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

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-01/15/02--01055--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Articles of Incorporation of MARINER AMERICA, INC.

Dear Member of the Department of State:

Please find enclosed the original and two (2) copies of the Articles of Incorporation of MARINER AMERICA, INC., along with a check in the amount of \$87.50 to cover the applicable filing fees, as well as a certified copy of the Articles of Incorporation and a Certificate of Status.

The effective date of the Incorporation of Mariner America, Inc., is January 10, 2002.

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,

  
Donald R. McClung

cc: Klaus G. E. Baumann  
John Petherbridge

J. BRYAN JAN 23 2002

**ARTICLES OF INCORPORATION**  
**OF**  
**MARINER AMERICA, INC.**

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1  
AMERICA, INC.

Name. The name of the corporation is MARINER

Section 1.2  
office of the corporation is

Address of Principal Office. The address of the principal  
3501-B North Ponce De Leon Boulevard  
Suite 341  
St. Augustine, FL 32084.

**ARTICLE 2**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually.  
Corporate existence shall commence on January 10, 2002.

**ARTICLE 3**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the  
purposes of transacting any or all lawful business permitted under the laws of the United  
States and of the State of Florida.

**ARTICLE 4**

**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of  
stock which this corporation is authorized to have outstanding at any one time is 10,000  
shares of voting common stock having a par value of \$1.00 per share.

## ARTICLE 5

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1                      Name and Address.      The street address of the initial registered office of this corporation is

500 Coconut Avenue  
St. Augustine, FL 32095,  
and the name of the initial registered agent of this corporation at that address is  
Klaus G. E. Baumann.

## ARTICLE 6

### DIRECTORS

Section 6.1                      Number.              This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2                      Initial Directors.              The names and address of the members of the first board of directors of the corporation are:

MARINO ZENNARO  
Mariner Rubinetterie S.R.L.  
S.S. Sempione KM 94  
28883 VB Gravellona Toce  
Italy

PAOLO ZENNARO  
Mariner Rubinetterie S.R.L.  
S.S. Sempione KM 94  
28883 VB Gravellona Toce  
Italy

VALERIO CANTAMESSI  
Mariner Rubinetterie S.R.L.  
S.S. Sempione KM 94  
28883 VB Gravellona Toce  
Italy

KLAUS G. E. BAUMANN  
500 Coconut Avenue  
St. Augustine  
Florida 32095

## ARTICLE 7

### BYLAWS

Section 7.1                      Bylaws.              The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8  
INCORPORATOR

SECTION 8.1      Name and Address.      The name and street address of the incorporator of this corporation is:

NAME

ADDRESS

Klaus G. E. Baumann

500 Coconut Avenue, St. Augustine, FL 32095

ARTICLE 9  
INDEMNIFICATION

Section 9.1      Indemnification.      The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

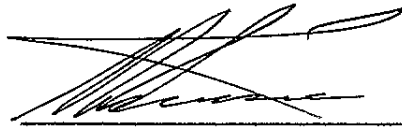
ARTICLE 10  
AMENDMENT

Section 10.1      Amendment.      This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on January 8, 2002.

Brigitte Baumann  
Witness

Donald R. McClung  
Witness

  
Klaus G. E. Baumann

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for MARINER AMERICA, INC., at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.



Klaus G. E. Baumann

01-08-02

Date

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