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Watson & Osborne, P.A.
Attorneys at Law

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2003 SEP 23 PM 2:15
2500 MONUMENT ROAD, SUITE 201
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 25, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: American Valve and Gauge Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for American Valve and Gauge Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

ARTICLES OF INCORPORATION

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FOR

2003 SEP -3 PM 2: 15

AMERICAN VALVE AND GAUGE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is AMERICAN VALVE AND GAUGE, INC. The principal office and mailing address of this corporation is 9135 Fort Caroline Road, Jacksonville, Florida 32211.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
Harvard Nygren 12627 Hidden Circle West Jacksonville, FL 32225	51
Thomas Lee 16207 111 Avenue Surrey, BC V4N459	10
Sidney Shaw 1406 S. Walton Blvd. Bentonville, AR 72712	10

<u>NAME</u>	<u>SHARES</u>
Holli Nygren 12727 Hidden Circle West Jacksonville, FL 32225	29

ARTICLE IV
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9135 Fort Caroline Road, Jacksonville, Florida 32211, and the name of the initial registered agent of the corporation at that address is Harvard Nygren.

ARTICLE V
Directors

This corporation shall initially have four (4) directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Harvard Nygren	12627 Hidden Circle West Jacksonville, FL 32225	President
Thomas Lee	16207 111 Avenue Surrey, BC V4N4S9	Vice President
Sidney Shaw	1406 S. Walton Blvd. Bentonville, AR 72712	Vice President
Holli Nygren	12727 Hidden Circle West Jacksonville, FL 32225	Secretary, Treasurer

ARTICLE VI
Incorporator

The name and street address of the incorporator of this corporation are Harvard Nygren, 12627 Hidden Circle West, Jacksonville, Florida 32225.

ARTICLE VII
By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII
Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

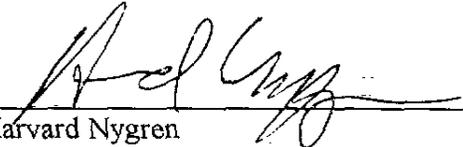
ARTICLE IX
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
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.

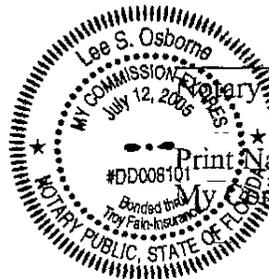
IN WITNESS WHEREOF, the Incorporator has executed these Articles the 28 day of August, 2003.



Harvard Nygren
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of August, 2003 by Harvard Nygren.



Notary Public, State of Florida

Print Name: _____

My Commission Expires: _____

Personally known _____ or produced identification:

Florida D.L.

N265-325-56-771-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

AMERICAN VALVE AND GAUGE, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Harvard Nygren, who maintains an office at 9135 Fort Caroline Road, Jacksonville, Florida 32211, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 28 day of August, 2003.

By: 
Harvard Nygren, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 28 day of August, 2003.


Harvard Nygren

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