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06 MAY 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g b/i/ae

Wm. Robert Dickey
Attorney at Law
Suite 228 Seminole Mall Office Center
7985 - 113th Street N.
P. O. Box 3928
Seminole, Florida 33775-3928

727-398-7310

FAX 727-398-7410

May 26, 2006

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

FILED
06 MAY 30 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of ESS Distributor, Inc.

Gentlemen:

On behalf of the incorporators of the above named corporation,
I am enclosing the following items:

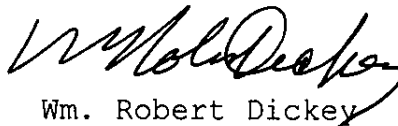
1. Articles of Incorporation (original and one photocopy)
2. My check in the amount of \$78.75 payable to the Florida Department of State representing the filing fee and resident agent fee totaling \$70.00, and \$8.75 for a certified copy of the Articles of Incorporation after filing.

Please return the letter acknowledging incorporation and the certified copy of the Articles to this office.

If there are any questions or problems with this filing, please call the undersigned collect in an effort to resolve the matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

Enclosures

WRD/bag

cc: Frank Bartolini

Fred C. Fogg

ARTICLES OF INCORPORATION
OF
ESS DISTRIBUTOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is ESS DISTRIBUTOR, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To buy and sell products that detect and control water leakage; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to the conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share, all of said stock to be of a single class.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of common stock shall have preemptive rights to purchase proportionately any shares of this corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1370 Gulf Blvd., Unit 401, Clearwater, FL 33767, and the name of the initial registered agent of this corporation at that address is FRANK BARTOLINI.

ARTICLE VII. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

1370 Gulf Blvd., Unit 401
Clearwater, FL 33767

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
FRANK BARTOLINI	1370 Gulf Blvd., Unit 401 Clearwater, FL 33767
FRED C. FOGG	10161 S. Lake Dr. Largo, FL 33773

ARTICLE IX. INCORPORATORS

The names and addresses of the incorporators signing these articles are:

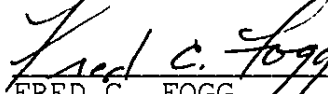
<u>Name</u>	<u>Address</u>
FRANK BARTOLINI	1370 Gulf Blvd., Unit 401 Clearwater, FL 33767
FRED C. FOGG	10161 S. Lake Dr. Largo, FL 33773

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on May 26, 2006.


FRANK BARTOLINI
Incorporator


FRED C. FOGG
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

The foregoing Articles of Incorporation of ESS DISTRIBUTOR, INC. were acknowledged before me this 26th day of May, 2006, by FRANK BARTOLINI, one of the incorporators, who is personally known to me or, x produced a Florida drivers license as identification.



Wm. Robert Dickey
My Commission DD150023
Expires October 20, 2006

Wm. Robert Dickey (Affix Seal)
Notary Public, State of Florida
My commission expires: 10-20-06

STATE OF FLORIDA)
COUNTY OF PINELLAS) SS

The foregoing Articles of Incorporation of ESS DISTRIBUTOR, INC. were acknowledged before me this 26th day of May, 2006, by FRED C. FOGG, one of the incorporators, who x is personally known to me or, produced a Florida drivers license as identification.



Wm. Robert Dickey
My Commission DD150023
Expires October 20, 2006

Wm. Robert Dickey (Affix Seal)
Notary Public, State of Florida
My commission expires: 10-20-06

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: May 26, 2006

FB Bartolini
FRANK BARTOLINI

These Articles Drafted By:
Wm. Robert Dickey, Attorney
Seminole Office Center, Suite 228
7985-113th St. N.
P. O. Box 3928
Seminole, FL 33775-3928

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