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Division of Corporations

Cheryl A. Foote

Hahn Loeser

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BEAR'S PLUMBING OF SOUTH FLORIDA, INC.

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CERTIFICATE
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEAR'S PLUMBING OF SOUTH FLORIDA, INC.

FILED
SECRETARY OF STATE
14 NOV 24 AM 9:34
TALLAHASSEE, FLORIDA

The undersigned member of the board of directors of Bear's Plumbing of South Florida, Inc. (the "Corporation") hereby certifies the following information relating to the attached Amended and Restated Articles of Incorporation (the "Amended & Restated Articles") of the Corporation dated as of October 30, 2014 pursuant to Section 607.1007 of the Florida Business Corporation Act of the State of Florida:

1. The name of the Corporation is Bear's Plumbing of South Florida, Inc.
2. The Amended and Restated Articles of the Corporation contains amendments to the Articles of Incorporation that require shareholder approval.
3. The amendments that require shareholder approval are the following:

ARTICLE III:

The total number of shares of capital stock which the corporation shall have authority to issue is ten thousand (10,000) of which six thousand five hundred (6,500) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Six Thousand Five Hundred Dollars (\$6,500.00), shall be Class A Common Stock and three thousand five hundred (3,500) shares of the par value of one dollar (\$1.00) each, amounting in the aggregate to Three Thousand Five Hundred Dollars (\$3,500.00), shall be Class B Non-Voting Common Stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The Class A Common Stock and the Class B Non-Voting Common Stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except that, the holders of the Class B Non-Voting Common Stock shall have no voting power for any purpose (except as may otherwise be provided by the laws of the State of Florida), nor shall they be entitled to notice of any meeting of shareholders at which they have no right to vote, all rights to vote and all voting power being vested exclusively in the holders of the Class A Common Stock for all purposes except as otherwise provided by the laws of Florida.

All shares of common stock of the Corporation issued and outstanding immediately prior to the adoption of these Amended and Restated Articles of Incorporation are hereby converted into 6,400 shares of Class A Common Stock and 1,600 shares of Class B Non-Voting Common Stock upon the adoption of these Amended and Restated Articles of Incorporation.

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ARTICLE IV:

Section 607.0901 of the Florida Business Corporation Act shall not apply to the Corporation.

4. The amendments were adopted on October 30, 2014, by unanimous consent of the shareholders and directors of the Corporation.
5. The Amended and Restated Articles of the Corporation are duly adopted and supersede the original Articles of Incorporation and all prior amendments thereto.
6. The Amended and Restated Articles of the Corporation shall be effective immediately upon the filing of this certificate with the State of Florida, Department of State.

This Certificate is executed on this 30th day of October, 2014.


Daniel Anderman, President and Director

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CLERK OF THE COURT
STATE OF FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BEAR'S PLUMBING OF SOUTH FLORIDA, INC.

Bear's Plumbing of South Florida, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Bear's Plumbing of South Florida, Inc. (the "Corporation"). The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on February 1, 1994. The Corporation was originally incorporated under the name Bear's Plumbing of South Florida, Inc.

2. These Amended and Restated Articles of Incorporation have been duly adopted pursuant to Section 607.1007 of the Florida Business Corporation Act of the State of Florida. The Corporation certifies that the amendments effected by this Amended and Restated Certificate of Incorporation have been approved and adopted by unanimous vote of the directors and shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act of the State of Florida.

3. The text of the Corporation's Articles of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

ARTICLE I:

The name of the corporation is BEAR'S PLUMBING OF SOUTH FLORIDA, INC.

ARTICLE II:

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III:

The total number of shares of capital stock which the corporation shall have authority to issue is ten thousand (10,000) of which six thousand five hundred (6,500) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Six Thousand Five Hundred Dollars (\$6,500.00), shall be Class A Common Stock and three thousand five hundred (3,500) shares of the par value of one dollar (\$1.00) each, amounting in the aggregate to Three Thousand Five Hundred Dollars (\$3,500.00), shall be Class B Non-Voting Common Stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The Class A Common Stock and the Class B Non-Voting Common Stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except that the holders of the Class B Non-Voting Common Stock shall have no voting power for any purpose (except as may otherwise be provided by the laws of the State of Florida), nor shall they be entitled to notice of any

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meeting of shareholders at which they have no right to vote, all rights to vote and all voting power being vested exclusively in the holders of the Class A Common Stock for all purposes except as otherwise provided by the laws of Florida.

All shares of common stock of the Corporation issued and outstanding immediately prior to the adoption of these Amended and Restated Articles of Incorporation are hereby converted into 6,400 shares of Class A Common Stock and 1,600 shares of Class B Non-Voting Common Stock upon the adoption of these Amended and Restated Articles of Incorporation.

ARTICLE IV:

Section 607.0901 of the Florida Business Corporation Act shall not apply to the Corporation.

ARTICLE V:

The corporation shall have perpetual existence.

ARTICLE VI:

The post office address of the principal office of the corporation is: 1900 Trade Center Way, Naples, Florida 34109.


ARTICLE VII:

The number of directors of the Corporation shall not be less than one (1).

ARTICLE VIII:

The name and street address of the registered agent of the Corporation is HL Statutory Agent, Inc. located at 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 30th day of October, 2014.


Daniel Anderman, President and Director

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BEAR'S PLUMBING OF SOUTH FLORIDA, INC.**ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc. located at 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Amended and Restated Articles of Incorporation of BEAR'S PLUMBING OF SOUTH FLORIDA, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 607.

HL STATUTORY AGENT, INC.

By:


Jeanne L. Seewald, Vice President

Date:

October 30, 2014

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