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1/04/95

FLORIDA DIVISION OF CORPORATIONS  
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-28909-0000

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H95000000109)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PURE FLOW WATER SYSTEMS, INC.

FAX AUDIT NUMBER: H95000000109

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/04/1995

TIME REQUESTED: 13:17:09

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JAN-4 PM 3:43

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FLORIDA DIVISION OF CORPORATIONS

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01-04-1995 13:52  
01/02/1995 11:59

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904-596-2656

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PAGE 03

H95-00109

EFFECTIVE DATE  
1-3-95

ARTICLES OF INCORPORATION  
OF  
PURE FLOW WATER SYSTEMS, INC.

FILED  
95 JAN-4 PM 3:05  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

PURE FLOW WATER SYSTEMS, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

5135 COMMERCIAL WAY, SUITE L  
SPRING HILL, FLORIDA 34606

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

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ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33136  
305-388-8571

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

5135 COMMERCIAL WAY, SUITE L  
SPRING HILL, FLORIDA 34606

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

LAWRENCE C. WEISSMAN

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

TERRY MATTHEWS  
5135 COMMERCIAL WAY, SUITE L  
SPRING HILL, FLORIDA 34606

LAWRENCE C. WEISSMAN  
5135 COMMERCIAL WAY, SUITE L  
SPRING HILL, FLORIDA 34606

ARTICLE IX - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

LAWRENCE C. WEISSMAN  
5135 COMMERCIAL WAY, SUITE L  
SPRING HILL, FLORIDA 34606

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

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#### ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

#### ARTICLE XII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

#### ARTICLE XIII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

#### ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

TERRY MATTHEWS	50 SHARES
LAWRENCE C. WEISSMAN	50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS 3RD DAY OF JANUARY, 1995.

  
LAWRENCE C. WEISSMAN

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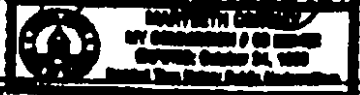
P.09  
PAGE 06

H95-00109

STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Lawrence P. Weissman TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 3rd DAY OF January,  
1995.

Margaret Conway  
NOTARY PUBLIC, STATE OF FLORIDA  
  
PRINT, TYPE OR STAMP NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ☒ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_

H95-00109

01-04-1995 13:54  
01/02/1995 11:00

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804-995-7445

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H J KIDZMAN CPA

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PAGE 87

H95-00109

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FURBUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:**

**PURE FLOW WATER SYSTEMS, INC.**

**DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT 5135 COMMERCIAL WAY, SUITE 1, SPRING HILL,  
COUNTY OF HERMANO, STATE OF FLORIDA, HAS NAMED LAWRENCE C.  
WEISSMAN, AT THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THIS STATE.**

**ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIG-  
NATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID  
ACT RELATIVE TO KEEPING OPEN SAID OFFICE.**

  
LAWRENCE C. WEISSMAN

**FILED**  
95 JAN -4 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H95-00109

P95000000875

Michael J. Kierzynski

CERTIFIED PUBLIC ACCOUNTANT, P.A.

5143 Commercial Way, Spring Hill, Florida 34606 • (352) 597-2800 • Fax (352) 596-2656

FILED  
96 MAY 23 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

May 17, 1996

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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Attention: Amendment Section

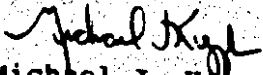
Re: Pure Flow Water Systems, Inc.  
Document #P9500C000875

Dear Sir or Madam:

Enclosed please find Amendment to Articles of Incorporation of Pure Flow Water Systems, Inc., along with a check in the amount of \$35.00 for filing fees. Please process accordingly.

If you have any questions regarding the enclosures, please contact the undersigned.

Very truly yours,

  
Michael J. Kierzynski

MJK/mc

Enclosures

cc: Mr. Homer D. Frisch

VS JUN 4 1996



AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PURE FLOW WATER SYSTEMS, INC.

FILED  
96 MAY 23 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Corporation hereby certifies the following:

1. The name of the Corporation is Pure Flow Water Systems, Inc.
2. The Corporation was formed on January 4, 1995, upon the filing of Articles of Incorporation in the Office of the Secretary of State, where said Articles were assigned document number P95000000875.
3. In accordance with Florida Statute 607.181(3), all of the Shareholders and all of the Directors of the Corporation hereby declare it to be their intention that Article I of the Articles of Incorporation of Pure Flow Water Systems, Inc., be and hereby is amended as follows:

ARTICLE I: CORPORATE NAME

The name of this Corporation is Frisch Drywall, Inc.


The principal place of business and mailing address of the Corporation shall be 14340 Dabney Court, Spring Hill, Florida 34610.

This amendment is adopted by the written agreement of all of the Shareholders and all of the Directors of the Corporation as evidenced by the signatures below and shall become effective upon the filing with the Florida Secretary of State and was adopted May 1, 1996.

SHAREHOLDERS:

  
HOMER D. FRISCH

DIRECTORS:

  
HOMER D. FRISCH

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 17th day of May, 1996.

PURE FLOW WATER SYSTEMS, INC.

  
HOMER D. FRISCH, PRESIDENT

  
HOMER D. FRISCH, SECRETARY



STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Homer D. Frisch TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 17<sup>th</sup> DAY OF May,  
1996.

Marybeth Conway  
NOTARY PUBLIC, STATE OF FLORIDA



PRINTED NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_