

P95000028627

Antonio Fernandez
4520 N. Hiwassee Rd.
Orlando, FL 32818

April 01, 1995

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

Re: Incorporation-- HIGH-GN, INC.

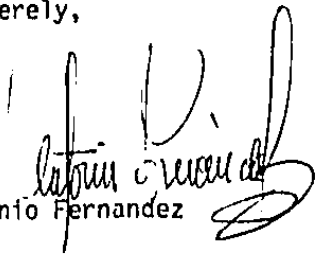
Dear Sir/Madam:

Enclosed in duplicate are Articles of Incorporation for the above-referenced corporation, together with the Registered Agent Certificate and a check in the amount of \$122.50 to cover the following filing fees and costs:

Articles of Incorporation	\$35.00
Registered Agent Certificate	\$35.00
Certified Copy of Articles	\$52.50 (optional)

If the above is in order, please file and let me have a certified copy. If there is anything which is not in order, please notify me. Thank you.

Sincerely,


Antonio Fernandez

600001449716
-04/06/95--01075--010
****122.50 ****122.50

B. REGISTER APR 12 1995

FILED
55 APR -6 M.D. 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
95 APR -6 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

HIGH-GN, INC.

ARTICLE I. NAME

The name of this Corporation is HIGH-GN, INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing on the date of receipt of the Articles in the office of the Secretary of State.

ARTICLE III. PURPOSE

This Corporation is organized for the following purposes:

1. For the assembly and sale of bath tubs and lavatories accessories.
2. To transact any and all lawful business.

ARTICLE IV. POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. CAPITAL STOCK

A. This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

B. Except as otherwise provided by law or in the bylaws of the Corporation, the entire voting power for the election of directors and for all the purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale for cash of any stock of this Corporation, including Treasury stock held by this Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. OFFICE AND REGISTERED AGENT

The street address of the principal shop of the Corporation is 429 Gaston Foster Rd, Suite E, Orlando Fl 32825; and the name of the initial registered agent of this Corporation is Pelegrin A. Bori, residing at 630 Broadmoor Dr Orlando, Florida 32809. ✓

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is:

PELEGRIN A. BORI
630 BRAODMOOR DRIVE
ORLANDO, FLORIDA 32809

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is:

ANTONIO FERNANDEZ
4520 N. HIAWASSEE RD.
ORLANDO, FLORIDA 32818

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Director subject to the power of the shareholders to repeal, alter, or amend and bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI. OFFICERS

The bylaws of the Corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officer of the Corporation shall be:

PELEGRIN A. BORI

PRESIDENT/TREASURER

ARTICLE XII. MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

ARTICLE XIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Article of Incorporation this 1 day of April
1995.

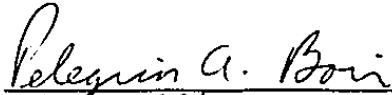


Antonio Fernandez

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared Antonio
Fernandez, who being by me first duly sworn, acknowledge
that the executed the foregoing instrument voluntarily for
the purpose therein expressed.

WITNESS my hand and official seal this 1st of April, 1995.



Notary Public

My commission expires:

Notary Public, State of Florida
My Commission Expires April 17, 1995
Bonded Thru Troy Fain - Insurance Inc.

FILED
95 APR -6 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

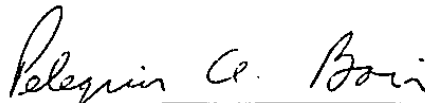
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

First--That HIGH-GN, INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Pelegrin A. Bori located at 630 Broadmoor Ave, city of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Pelegrin A. Bori (Resident Agent)