

P95000067989

AUGUST 7, 1995

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALAHASSEE, FL. 32314

6000001565436
08/21/95--01093--010
****122.50 ****122.50

SIMON AND SIMON
7680 W. 14TH COURT
HIALEAH, FL. 33014

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLE OF INCORPORATION,
TOGETHER WITH MY CHECK IN THE AMOUNT OF, 122.50.

THIS REOPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF
INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE
NAMED CORPORATION.

VERY TRULY YOURS,


LUIS A. SIMON, PRESIDENT

SEP - 5 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

LUIS A. SIMON
7680 W 14TH CT
HIALEAH, FL 33014

SUBJECT: SIMON AND SIMON, INC.
Ref. Number: W95000016916

We have received your document for SIMON AND SIMON, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 795A00039249

ARTICLE OF INCORPORATION

OF

SIMON AND SIMON *SPRINKLERS*, INC.

ARTICLE I

THE NAME OF THIS CORPORATION IS, SIMON AND SIMON *SPRINKLERS* INC. AND THE PRINCIPAL OFFICE AND MAILING ADDRESS IS, 7680 W. 14TH COURT, HIALEAH, FL.

ARTICLE II

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED BY LAW.

ARTICLE III

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS AS MAY BE PERMITTED BY LAW.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 SHARES OF NO PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED AS COMMON SHARES.

ARTICLE V

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IS OFFERED TO OTHERS.

ARTICLE VI

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 7680 W. 14TH COURT, HIALEAH, FLORIDA 33014 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: LUIS A. SIMON.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS AND OFFICERS OF THIS CORPORATION ARE:

LUIS A. SIMON PRESIDENT
7680 W. 14TH COURT
HIALEAH, FL. 33014

ROBERTO SIMON VICE-PRESIDENT
7680 W. 14TH COURT
HIALEAH, FL. 33014

LEOPOLDO SIMON SECRETARY/TREASURER
4455 W. 2ND AVENUE
HIALEAH, FL. 33012

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF INCORPORATION are;

LUIS A SIMON
7680 W. 14TH COURT
HIALEAH, FL. 33014

ROBERTO SIMON
7680 W. 14TH COURT
HIALEAH, FL. 33014

LEOPOLDO SIMON
4455 W. 2ND AVENUE
HIALEAH, FL. 33012

ARTICLE IX

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

ARTICLE X

THE APPROVAL OF THE SHAREHOLDERS OF THIS CORPORATION TO ANY PLAN OF MERGER SHALL BE REQUIRED IN EVERY CASE, WHETHER SUCH APPROVAL IS REQUIRED BY LAW.

ARTICLE XI

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMARATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE XII

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW, BUT REGULAR MEETINGS OF THE BOARD OF DIRECTORS MUST BE ATTENDED IN FACTY BY EACH DIRECTOR IN PERSON.

ARTICLE XIII

THE CORPORATION SHALL INDENIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICERS OR DIRECTORS, TO THE FULLEST EXTENT PERMITTED BY LAW.

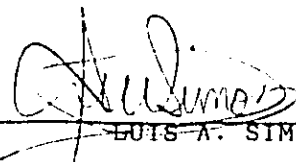
ARTICLE XIV

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE EXCLUSIVE AUTHORITY TO FIX THE COMPENSATION OF DIRECTORS OF THIS CORPORATION.

ARTICLE XV

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR APPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF CORPORATION, OR ANY AMENDED HERETO, AND ANY RIGHT CONFERED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE
ARTICLES OF INCORPORATION, THIS 8TH DAY OF AUGUST, 1995
AT Miami, COUNTY OF DADE, STATE OF FLORIDA.

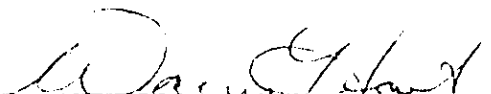

LUIS A. SIMON


ROBERTO SIMON


LEOPOLDO SIMON



WARREN HART
My Commission CC421746
Expires Nov. 20, 1998
Bonded by NFNU
800-224-6368


WARREN HART, NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE
STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

Robert L. ...

William ...

Bernard ...

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE
STATE AND COUNTY AFORESAID, THIS 8th OF AUGUST, 1995.

Warren Hart
NOTARY PUBLIC STATE OF FLORIDA



WARREN HART
My Commission CC4217411
Expires Nov. 20, 1996
Bonded by NFNU
800-224-6368

953 147 11

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ABOVE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



LUIS SIMON