

OFFICE USE ONLY (Document)

(Requestor's Name)

TO:

Dept of State  
Division of Corporations

FROM:

ROBERT F. COHEN, P.A.  
Certified Public Accountant  
7823 N. DALE MADRY, SUITE 100  
TAMPA, FL 33614  
(813) 932-7415

MESSAGE

SUBJECT

Florida Porta Flush, Inc.  
Articles of Incorporation

DATE

3/15/96 FOLD

000001749350  
-03/19/96--01085--013  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find (2)  
copies of the Articles of Incorporation  
of Florida Porta-Flush, Inc and a  
check for \$122.50 for the incorporating  
fee.

If you have any questions  
do not hesitate to contact us

SIGNED

Respectfully  
Robert F. Cohen, P.A.

Name Reservation

Limited Partnership

Reinstatement

Trademark

Other

T. BROWN MAR 27 1996

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 22, 1996

ROBERT F. COHEN, P.A.  
7823 N. DALE MABRY  
SUITE 100  
TAMPA, FL 33614

SUBJECT: FLORIDA PORTA-FLUSH, INC.  
Ref. Number: W96000006243

We have received your document for FLORIDA PORTA-FLUSH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 796A00013286

FILED  
96 MAR 26 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FLORIDA PORTA-FLUSH, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: FLORIDA PORTA-FLUSH, INC.  
The mailing address of the Corporation 3351 Pattie Place Palm Harbor, Florida 34685

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manor reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any

of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

This Corporation is authorized to issue 7,500 shares of no par value common stock, which shall be designated Common Shares.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 7823 N. Dale Mabry Hwy, Suite 100, Tampa, Florida 33614 and the name of its initial registered agent at such address is Robert F. Cohen, CPA.

#### ARTICLE VII

##### Initial Board of Directors

This Corporation shall have two directors initially. The number

of directors may be either increased or diminished from time to time by the Bylaws, but shall never less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Addresses</u>
Earl Yodice	7823 N. Dale Mabry Hwy. Ste. 100 Tampa, Florida 33614
Harold L. Millner	3351 Pattie Place Palm Harbor, FL 34685

#### ARTICLE VIII

##### Incorporator

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

<u>Name</u>	<u>Address</u>
Robert F. Cohen, CPA	7823 N. Dale Mabry Hwy. Ste. 100 Tampa, Florida 33614

#### ARTICLE IX

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 25<sup>th</sup> day of March 1996.

Robert F. Cohen  
Robert F. Cohen, CPA

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of MARCH, 1996 by Robert F. Cohen who is (or are) personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



IRMA M SANABIA  
My Commission CC298945  
Expires Aug. 07, 1997  
Bonded by ANB  
800-882-0878

Irma M. Sanabia  
Notary Signature

Irma M. Sanabia  
Printed Notary Name



FILED  
96 MAR 26 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

Robert F. Cohen  
Robert F. Cohen, CPA

Dated: March 25<sup>th</sup>, 1996

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me on this 25<sup>th</sup> day of March, 1996 by Robert F. Cohen, who is (or are) personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.



IRMA M. SANABIA  
My Commission CC295945  
Expires Aug. 07, 1997  
Bonded by ANB  
800-832-5878

Irma M. Sanabia  
Notary Signature

Irma M. Sanabia  
Printed Notary Signature