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ATTORNEYS OF
WACKEEN, CORNETT & GOOGE, P. A.

FILED
95 JUL 12
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*BOARD CERTIFIED CIVIL TRIAL LAWYER

July 8, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-07/12/96--01043--012
****122.50 ****122.50

Re: Plumbxpress, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for the above corporation. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be July 2, 1996.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Very Truly Yours,

WACKEEN, CORNETT & GOOGE, P.A.

David B. Earle
David B. Earle, Esq.

DBE/shb
Enc.

**ARTICLES OF INCORPORATION
OF
PLUMBRXPRESS, INC.**

FILED
95 JUL 12 PM 2:14
CLERK OF SUPERIOR COURT
ALBANY, N.Y.

ARTICLE I - NAME

The name of this corporation is PLUMBRXPRESS, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 it is offered to the other purchasers.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 458 S.E.

Galleon Lane, Port St. Lucie, Florida 34983, and the name of the Initial Registered Agent of this corporation at that address is Philip J. Nadeau.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, Initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Philip J. Nadeau	458 S.E. Galleon Lane Port St. Lucie, Florida 34983

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Philip J. Nadeau	458 S.E. Galleon Lane Port St. Lucie, Florida 34983

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director

without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be July _____, 1996.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2 day of July, 1996.



PHILIP J. NADEAU

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2nd day of July, 1996, by PHILIP J. NADEAU, who is personally known by me (or who has produced) n/a (type of identification).



NOTARY PUBLIC



SUSANNE H. BUTLER
MY COMMISSION # CC298370 EXPIRES
February 5, 1997
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
PLUMBRXPRESS, INC.**

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That Plumbxpress, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Stuart, County of Martin, State of Florida, has appointed Philip J. Nadeau as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Dated this 5th day of July, 1996.


Philip J. Nadeau

FILED
JUL 11 1996
TALLAHASSEE, FLORIDA