

91600006 0270

David J. Beasley  
Eric L. Damber  
Luis O. Figueroa  
Anthony J. Gonzalez\*  
Eric R. Hoecker\*  
Ellen Kunt  
John R. Mathias  
Michael J. McManus  
Herbert V. McMillan III\*  
David D. Netter  
Brent A. Owens\*  
Jack F. Ryan  
Carol J. Stephenson  
Dean M. Yakovich  
Peter W. Wihlman  
John W. Wylie\*  
Susan M. Zwiastur

Law Office of Luis G. Figueroa  
Comens Building, Suite 609  
319 Clematis Street  
West Palm Beach, FL 33401  
(561) 659-4417  
Fax (561) 812-0095

13923 Iscol Boulevard, Suite 815  
Clearwater, Florida 34620  
(813) 530-9896  
Tampa (813) 224-0101  
Fax (813) 535-4803  
\*\*\*\*\*  
214 S.W. 13 Street  
Fort Lauderdale, FL 33316  
(954) 524-4044  
Fax (954) 524-7328  
\*\*\*\*\*  
851 Douglas Avenue, Suite 115  
Altamonte Springs, FL 32714  
(407) 786-4900  
Fax (407) 786-4903

\*Board Certified Civil Trial Lawyer

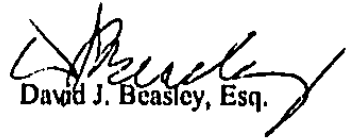
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

SECRET  
-07/17/96--01043--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ADVent South, Inc.

Please find two copies of ADVent South, Inc. along with my check for \$70.00 for the registration of a new corporation. Thank you in advance for your assistance in this matter.

Very truly yours,

  
David J. Beasley, Esq.

FILED  
96 JUL 17 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
7/17/96

ARTICLES OF INCORPORATION OF ADVENT SOUTH, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the Statutes of the state of Florida, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation is ADVENT SOUTH, INC.

ARTICLE II--Duration

The period of duration of the corporation is to perpetual unless otherwise dissolved by the corporation.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The corporation is organized for the purpose of engaging in the business of selling and distributing bathroom ventilation systems with its principal place of business at 690 N.W. 157th Avenue, Pembroke Pines, Florida, 33028 (subject to change upon authorized by the Board of Directors).

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.
- (d) All officers, agents, and employees shall be chosen in such manner, hold such offices for such terms, and have

such powers and duties as may be prescribed by the by laws or determined by the Board of Directors. There is no limitation on the number of offices any person may hold.

#### ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND shares, all of which shares shall be with a par value of \$.01 par value.

#### ARTICLE V--Classes of Shares and Shareholders' Rights

**Section 1. Classes of Shares.** The Corporation may divide and create classes of stock as it deems necessary from time to time.

**Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation** shall be repurchased by the corporation, to the extent able, on a pro-rata basis.

**Section 3. Voting Rights.**

- (a) **Common Stock.** Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) **Cumulative Voting.** At each election of directors, cumulative voting shall be permitted.

**Section 4. Pre-emptive Rights.**

- (a) **Common Stock.** The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

## **ARTICLE VI--Regulation of Internal Affairs**

**Section 1.** The general management of the affairs of the corporation shall be exercised by a Board of Directors.

**Section 2.** The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

**Section 3.** No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE VII--Registered Office and Agent**

The address of the initial registered office of the corporation is 690 N.W. 157th Avenue, Pembroke Pines, Florida, 33028 and the name of the initial registered agent of the corporation at such address is Thomas H. Beasley.

## **ARTICLE VIII--Board of Directors**

The initial Board of Directors shall consist of five members. Each initial director named in this section is an owner of 20% of the business upon incorporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

THOMAS H. BEASLEY, Resident  
690 N.W. 157th Avenue  
Pembroke Pines, Florida, 33028

MARVIN GUBERNICK, Resident  
7664 N.W. 18th Street, #406  
Margate, FL 33063

MICHAEL PSYZK  
2805 N.W. 70th Avenue  
Margate, FL 33063

CINDY L. BEASLEY  
109 Banyan Lane  
Royal Palm Beach, FL 33408

TOM MORTATI  
395 Beacon Street  
Tequesta, FL 33469

#### ARTICLE IX--Incorporators

The name and address of the incorporator of the corporation is:

THOMAS H. BEASLEY, Resident  
690 N.W. 157th Avenue  
Pembroke Pines, Florida, 33028

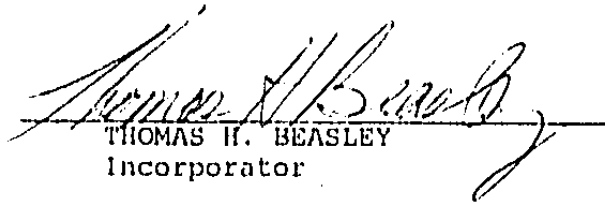
#### ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

#### ARTICLE XI--Right to Amend

The right to amend this Article of Incorporation, the by laws, or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida, is expressly reserved and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on \_\_\_\_\_, 1996.

  
THOMAS H. BEASLEY  
Incorporator

STATE OF FLORIDA)

SS:

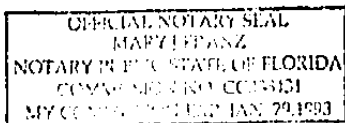
COUNTY OF BROWARD)

I HEREBY CERTIFY that on the 06 day of June, 1996, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, THOMAS H. BEASLEY to me well known and known to me to be the persons who executed the foregoing Articles of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, Broward County, Florida, the day and the year first written above.

  
Notary Public, State of Florida  
Notary Public at Large

My Commission Expires:



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

FILED  
JUL 17 PM 2:08  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Chapter 48.091, the following is submitted, in compliance with said Act:

That ADVENT SOUTH, INC., desiring to organize under the laws of the State of Florida, with its principal place office as indicated in the Articles of Incorporation, in Pembroke Pines, Broward County, Florida, has named:

THOMAS H. BEASLEY

Located at 690 N.W. 157th Avenue, Pembroke Pines, Florida, 33028, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

  
THOMAS H. BEASLEY as Registered Agent