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TRANSMITTAL LETTER

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

7-19-96

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-0725296--01029--017  
\*\*\*122.50 \*\*\*122.50

SUBJECT: PIPEMASTER PLUMBING & IRRIGATION INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: JOSEPH R. RAMOS  
Name (printed or typed)  
1814 BRANCHWATER TRAIL  
Address  
ORLANDO, FLORIDA 32825  
City, State & Zip  
(407) 381 5287  
Daytime Telephone number

FILED  
06 JUL 25 PM 3:24  
TALLAHASSEE, FLORIDA  
7/19/96  
TD

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**OF**

**PIPEMASTER PLUMBING & IRRIGATION INC.**

7-19-76

FILED  
JUL 25 1976  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF ORANGE  
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I -- NAME OF THE CORPORATION**

The name of this corporation shall be:

**PIPEMASTER PLUMBING & IRRIGATION INC.**

**ARTICLE II -- PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**Principal Place of Business: 1814 Branchwater Trail, Orlando, Florida 32825.**

**Mailing Address: 1814 Branchwater Trail, Orlando, Florida 32825.**

## **ARTICLE III -- SHARES**

**Section 1:** The corporation shall have the authority to issue but one (1) class of stock, common stock. The number of shares of common stock authorized to be issue by the corporation shall be limited to two hundred (200) shares, with par value of one dollar (\$1.00) . The corporation elects to have preemptive rights.

**Section 2:** The shareholders of the common stock shall have unlimited voting rights, and shall be entitled to receive the net assets of the corporation upon dissolution.

**Section 3:** The shareholders of the common stock shall be entitled to distributions, including dividends, in accordance with the procedures set forth within the corporate bylaws and as the shareholders may, from time to time, so authorize or direct.

**ARTICLE IV -- INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**Joseph R. Ramos**

**1814 Branchwater Trail, Orlando, Florida 32825**

**ARTICLE V -- INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is:

**Joseph R. Ramos, President**

**1814 Branchwater Trail, Orlando, Florida 32825**

**ARTICLE VI -- CORPORATE PURPOSE AND POWERS**

**Section 1:** This corporation is organized for the purpose of engaging in any lawful activities or businesses.

**Section 2:** This corporation shall have the powers to do all things necessary or convenient to carry out its business and affairs.

## ARTICLE VII -- DURATION

This corporation shall exist perpetually, commencing on Friday, July 19, 1996, or the date of filing of these Articles of Incorporation should said filing with the Florida Department of State, Division of Corporations fail to take place within five (5) business days from July 19, 1996.

## ARTICLE VIII -- SHAREHOLDERS' AGREEMENT TO MANAGE THE CORPORATION

**Section 1:** Pursuant to the provisions enumerated within Section 607.0732, Florida Statutes, the incorporator, acting as sole shareholder of the corporation as no shares of common stock have yet to be issued, do, as of this date, unanimously agree and approve of the Shareholders' Agreement as set forth within these Articles of Incorporation and as made known to the corporation.

**Section 2:** The Board of Directors for this corporation is hereby eliminated, and all corporate powers shall forthwith be exercised by under the authority and sound discretion of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**Section 3:** In the management of the business and affairs of this corporation, the act or acts of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act or acts of the corporation.

**Section 4:** Each shareholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by that shareholder. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business or affairs of the corporation.

**Section 5:** This shareholders' Agreement may be terminated or, from time to time, amended as required or allowed by law. Said termination or amendment may be set forth within the bylaws of this corporation, and any interpretational or other conflict with these Articles that may arise shall be resolved, whenever possible and to the extent allowable by law, in favor of the bylaws.

## **ARTICLE IX -- SHAREHOLDERS' POWERS**

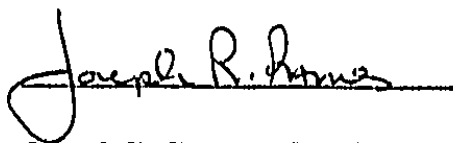
**Section 1:** The powers to adopt, amend, or repeal bylaws shall be vested exclusively in the shareholders. Conflicts between the Articles of Incorporation and the bylaws shall be resolved, whenever possible and to the extent allowable by law, in favor of the bylaws.

**Section 2:** The shareholders of the corporation shall have the exclusive power to fix or change the salaries of the officers of this corporation, to restrict the transfer of stock by shareholders, to indemnify shareholders and officers against liability for the actions or omissions of the shareholders, and the exercise of such other powers of the corporation as are not inconsistent

with these Articles of Incorporation, or with the bylaws that may be adopted by the shareholders, or the laws of the State of Florida or the United States of America.

**Section 3:** This corporation expressly reserves the right to remand, repeal or amend any provision contained within these Articles of Incorporation or any amendment hereto, and any rights which may be conferred upon the shareholders are subject to this reservation.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 19th DAY OF JULY, 1996.

A handwritten signature in cursive script, reading "Joseph R. Ramos", written over a horizontal line.

**Joseph R. Ramos, President**

**Pipemaster Plumbing & Irrigation, Inc.**



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED  
JUL 25 PM 3:24  
TALLAHASSEE, FLORIDA

1. The name of the corporation is: PIPEMASTER PLUMBING & IRRIGATION INC.

2. The name and address of the registered agent and office is:

JOSEPH R. RAMOS  
(NAME)

1814 BRANCHWATER TRAIL  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ORLANDO, FLORIDA 32825  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

Joseph R. Ramos  
(SIGNATURE)

19 July 1996  
(DATE)