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LESTER MAKOFKA
ATTORNEY AT LAW
1200 RIVERPLAZA BOULEVARD
SUITE 412
JACKSONVILLE, FLORIDA 32207

PHONE: (904) 399-5717
FAX: (904) 399-8000

September 4, 1996

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***122.50 ***122.50

Secretary of State
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

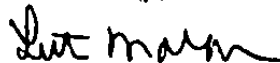
RE: Incorporation of O. E. SMITH'S UTILITIES, INC.

Dear Sir or Madam,

Please find enclosed my check in the amount of \$122.50 which represents your fee for filing of the attached Articles of Incorporation. I have attached the original Articles of Incorporation and two additional copies. Please stamp one copy and return to my office with your official receipt as verification of filing.

Should you have any questions, please feel free to contact my office.

Sincerely,



Lester Makofka

LM:AM
Enclosures

A. G. G. G. G. SEP 9 1996

ARTICLES OF INCORPORATION
OF
O. E. SMITH'S UTILITIES, INC.

FILED
JAN 10 1933
CLERK OF DISTRICT COURT
JAN 10 1933

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: O. E. SMITH'S UTILITIES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands, and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000.00 at one dollar par value.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 6149 Quiet County Lane, Jacksonville, Florida 32218. The Board of Director(s) may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the Stockholders, but shall never be fewer than one.

ARTICLE VII

The name and post office addresses of the members of the first

Board of Director are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	David Bruno	6149 Quiet County Lane Jacksonville, FL 32218
2.	George Oliver Smith	11749 U.S. 1 North Jacksonville, FL 32219

ARTICLE VIII

The names and post office addresses of the corporate officers are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	George Oliver Smith	11749 U. S. 1 North Jacksonville, FL 32219
Vice Pres.	David Bruno	6149 Quiet County Lane Jacksonville, FL 32218
Secretary	Mendy Smith Bruno	6149 Quiet County Lane Jacksonville, FL 32218

ARTICLE IX

The name and post office address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
David Bruno	6149 Quiet County Lane Jacksonville, FL 32218

ARTICLE X

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor,

and their respective heirs, administrators successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of an claim, action, suit, or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

The registered office shall be Lester Makofka, Esquire, and the registered agent at that same address is 1200 Riverplace Blvd., Suite 812, Jacksonville, Florida, 32207.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

David Bruno
DAVID BRUNO (INCORPORATOR)

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared David Bruno, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 30 day of August, 1996.

Anita Makofka
Notary Public
State of Florida

My commission expires:



ANITA MAKOFKA
Notary Public, State of Florida
My comm. expires Oct. 31, 1997
Commission No. CC41763

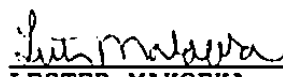
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

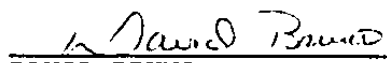
First - that O. E. SMITH'S UTILITIES, INC. desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated, in the Articles of Incorporation at
Jacksonville, County of Duval, State of Florida, has named LESTER
MAKOFKA, Attorney at Law, 1200 Riverplace Blvd., Suite 812,
Jacksonville, Florida 32207, 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 place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said act relative to keeping open said office.


LESTER MAKOFKA
Registered Agent

FILED
65 SEP - 6 11:11:24
JACKSONVILLE, FLORIDA


DAVID BRUNO
Vice President of Corporation