

P96000092379

Robert Caruso

9762 Litchfield Lane  
Naples, Florida 34109  
(941) 591-4077

October 15, 1996

Florida Department of State  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, FL 32314

500001993965--1  
-11/07/96--01047--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Caruso Plumbing and Repairs, Inc. Also enclosed is a duplicate copy, my check for the filing fee and a self-addressed stamped envelope.

If these Articles of Incorporation meet with your approval, would you please file them and return a filed copy in the envelope provided.

Thank you for your anticipated cooperation.

Very truly yours,

*Robert Caruso*

Robert Caruso

FILED  
96 NOV -7 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 12 1996 B5B

RC:lc  
encl.

FILED

96 NOV -7 PM 12:29

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Caruso Plumbing & Repairs, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit pursuant to Chapter 607 of the Florida Statutes.

**Article 1 - Name**

The Corporation's name is Caruso Plumbing & Repairs, Inc.

**Article 2 - Purpose of Corporation**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States or the State of Florida.

**Article 3 - Principal Office**

The address of the principal office of the Corporation is 9762 Litchfield Lane, Naples, Florida 34109, and the mailing address is the same.

**Article 4 - Incorporator**

The name and address of the Incorporator are as follows: Robert Caruso, 9762 Litchfield Lane, Naples, Florida 34109.

**Article 5 - President**

The initial President of the Corporation is Robert Caruso, whose address is 9762 Litchfield Lane, Naples, Florida 34109.

**Article 6 - Corporate Capitalization**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, each share having the par value of One Dollar (\$1.00).

No holder of shares of stock of any class shall have preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the stock's preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption.

#### Article 7 - S Corporation Status

The Corporation may elect to be taxed as an S corporation pursuant to subchapter S of the Internal Revenue Code, as the same may be amended from time to time.

The shareholders of the Corporation, may elect and, if elected, shall continue such election to be an S corporation as provided in Subchapter S of the Internal Revenue Code, unless the shareholders unanimously agree otherwise in writing.

After the Corporation has elected to be an S corporation, no shareholder, without the written consent of the other shareholders, shall take any action or make any transfer or disposition of shares of the Corporation which would result in the termination or revocation of the Corporation's election to be taxed as an S corporation.

Once the Corporation has elected to be an S corporation, each share of stock issued by the Corporation shall contain the following legend: "The shares of stock represented by this Certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed pursuant to Subchapter S of the Internal Revenue Code."

#### Article 8 - Powers of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### Article 9 - Term of Existence

The Corporation shall have a perpetual existence.

#### Article 10 - Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### Article 11 - Registered Office and Agent

The address of the Corporation's initial registered office is 9762 Litchfield Lane, Naples, Florida 34109. The name of the Corporation's registered agent at that address is Robert Caruso.

#### Article 12 - Bylaws

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Corporation's bylaws. The affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the bylaws.

#### Article 13 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Florida Secretary of State.

#### Article 14 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of

Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 15th day of October, 1996, intending that they be thereafter filed in the office of the Florida Secretary of State as required by law.

  
Robert Caruso

**Acceptance of Registered Agent Designated  
in Articles of Incorporation**

Robert Caruso, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent for said Corporation in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505 of the Florida Statutes.

  
Robert Caruso

**FILED**  
96 NOV - 7 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA