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REFERENCE : 281954 81178A

AUTHORIZATION :

Patricia Pizotti

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ORDER DATE : March 5, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 281954-005

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CUSTOMER NO: 81178A

CUSTOMER: Ms. Jeanette Meyer
HENSHAW & IVEY

P. O. Box 150639

Cape Coral, FL 33915-0639

FILED
97 MAR -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIRST CLASS BATH SYSTEMS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR -5 AM 10:40
DIVISION OF CORPORATION

K.R. MAR - 5 1997

**ARTICLES OF INCORPORATION
OF
FIRST CLASS BATH SYSTEMS INC.**

FILED
97 MAR -5 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be FIRST CLASS BATH SYSTEMS INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Three Thousand (3,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INCORPORATORS

The name and business addresses of the persons signing these Articles of Incorporation are:

KEVIN B. QUINN
1312 S. E. 11th Terrace
Cape Coral, FL 33990

ANTHONY F. STANGO
125 S. E. 44th Street
Cape Coral, FL 33904

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) Directors. The number of Directors of the Corporation may be increased or decreased in accordance with the Bylaws thereof, but shall never be less than one (1). The Board of Directors shall designate and elect the Officers of the Corporation. The name and address of the initial Directors of the Corporation are as follows:

KEVIN B. QUINN
1312 S. E. 11th Terrace
Cape Coral, FL 33990

ANTHONY F. STANGO
125 S. E. 44th Street
Cape Coral, FL 33904

ARTICLE VII - REGISTERED AGENT; REGISTERED AND PRINCIPAL OFFICE

The address of the Registered Office and Principal Office of the Corporation in the State of Florida shall be at 1312 S. E. 11th Terrace, Cape Coral, FL 33990. The mailing address of the Corporation shall be the same as the address of its Registered Office and Principal Office. The name of the Registered Agent of the Corporation at the aforesaid address is KEVIN B. QUINN.

ARTICLE VIII - POWERS

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

ARTICLE IX - INDEMNIFICATION

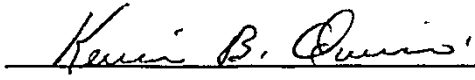
The Corporation shall indemnify, to the fullest extent

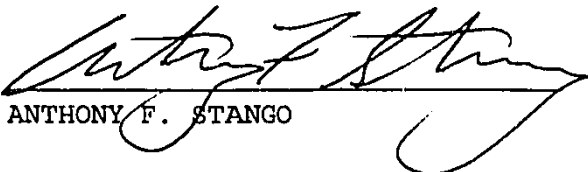
permitted by the Florida Business Corporation Act, any person who has been made, or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 4th day of March, 1997.


KEVIN B. QUINN


ANTHONY F. STANGO

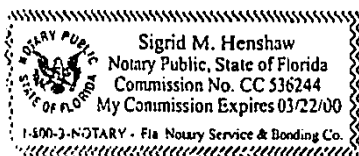
ACKNOWLEDGEMENT

State of Florida)
) ss:
County of Lee)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared KEVIN B. QUINN, who identified himself to me by his Florida Driver's License # 0500-502-52-469-0, which expires on 12/29/98, and ANTHONY F. STANGO, who identified himself to me by his Florida Driver's License # S352-006-56-413-0, which expires on 11/13/02, the persons who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by them as their voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal on this 4th day of March, 1997.



Sigrid M. Henshaw
Notary Public: Sigrid M. Henshaw
Commission No.: CC536244
Commission Expires: 3/22/00

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as FIRST CLASS BATH SYSTEMS INC., does hereby accept the appointment as Registered Agent of said Corporation.

DATED this 4th day of March, 1997.

Kevin B. Quinn
KEVIN B. QUINN

art.bat