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Law Offices Of
JOSEPH S. ALEXANDER
Attorney

1266 Rogers Street, Suite H
Clearwater, Florida 34616

Telephone: (813) 449-0606
Fax: (813) 445-9002

May 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION
Florida Bathtub Mfg., Inc.
OUR FILE NO. 7296

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-05/15/97--01063--009
****122.50 *****78.75

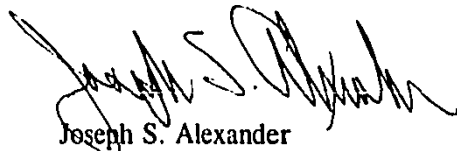
Gentlemen:

Pursuant to instructions from your office, enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office for the above corporation which I represent. Kindly file these documents with the Division of Corporations and return the certified copy to my office.

122.50
m.m.

The filing fee of \$122.50 is attached and if you should require further information, please do not hesitate to call my office.

Very truly yours,


Joseph S. Alexander

JSA/mjc

cc: Florida Bathtub Mfg., Inc.
File.296
enc.: Articles/CertDesig (2)
Check \$122.50

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Florida Bathtub Mfg., Inc.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Florida Bathtub Mfg., Inc.

ARTICLE II: ADDRESS

The address of the principal office and the mailing address of the corporation is 2035 Gentry Street, Clearwater, Florida 34625.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: REGISTERED ADDRESS

The street address of the corporation's initial registered office and the name of its initial registered agent is JAMES YAGER, 2035 Gentry Street, Clearwater, Florida 34625.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata

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TALLAHASSEE, FLORIDA

share thereof at the price at which it is offered to others.

ARTICLE VII: DIRECTORS

This corporation shall have Two (2) Directors initially. The affairs of the corporation will be managed by these Directors so designated as provided by the By-Laws of this corporation, as follows: **JAMES YAGER**, President; **GLENDA GARRELL**, Vice-President.

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is **JAMES YAGER**, 2035 Gentry Street, Clearwater, Florida 34625.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this

9th day of May, 1997.

IN THE PRESENCE OF:

Sandy Tringe

R. La. Glendon

By:

James Yager
JAMES YAGER, President

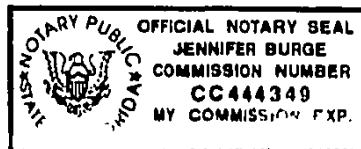
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of May, 1997, by **JAMES YAGER**, President of **Florida Bathtub Mfg., Inc.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FD-4260443-SS-168-0 as identification and did take an oath.

Jennifer Burge
Print Notary Name

Jennifer Burge
Notary Public

My Commission Expires: 3/9/99
Commission Number: CC 444349

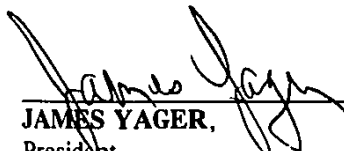


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: Florida Bathub Mfg., Inc.
2. The name and street address of the registered agent and office is: JAMES YAGER, 2035 Gentry Street, Clearwater, Florida 34625.

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.



JAMES YAGER,
President
Florida Bathub Mfg., Inc.

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