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LAW OFFICES OF

DE RENZO AND KARRAKER, P. A.

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Tuesday, July 8, 1997

FILED
JUL 11 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Firestone Building
P. O. Box 6327
Tallahassee, Florida 32314

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400002235564--4
07/11/97-01011--013
***122.50 ***122.50

Re: Articles of Incorporation
GMI PLUMBING, INC.

Dear Sir/Madam:

EFFECTIVE DATE
7-8-97

Enclosed please find the

- 1 Original and one copy of the Articles of Incorporation
- 2 Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon Whom Process May be Served for the above named company.
- 3 This firm's check number 7084 in the amount of \$122.50 to cover the cost of filing fees for the above named corporation.

Please file the original in your offices and certify and return to us one certified copy.

Thank you for your assistance.

Very truly yours,

Donald E. Karraker
CAT

Donald E. Karraker

DEK/cak

Encls:

FL 07-120000

JUL 14 1997

ARTICLES OF INCORPORATION
OF
GMI PLUMBING, INC.

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

EFFECTIVE DATE
7-8-97

ARTICLE 1 - NAME

The name of the Corporation shall be: GMI Plumbing, Inc.

ARTICLE 2 - ADDRESS

The address of the principal office of the Corporation is GMI Plumbing, Inc., Lot 20 Dopey Drive, Lake Buena Vista, FL 32830, and the mailing address of the Corporation is: 10113 Don Hill Ct., Orlando, FL 32821.

ARTICLE 3 - AUTHORIZED SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares.

ARTICLE 4 - PAR VALUE

Such shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE 5 - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is GMI Plumbing, Inc., 10113 Don Hill Ct., Orlando, FL 32821, and the name of its initial Registered Agent at that address is F. Gordon Mark, 10113 Don Hill Ct., Orlando, FL 32821.

ARTICLE 7 - INCORPORATORS

The name and address of the Incorporators are as follows: F. Gordon Mark, 10113 Don Hill Ct., Orlando, FL 32821, and Guy C. Maxwell, 7981 Snowberry Circle, Orlando, FL 32819.

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TALLAHASSEE, FLORIDA

ARTICLE 8 - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation are as follows: F. Gordon Mark, 10113 Don Hill Ct., Orlando, FL 32821; Guy C. Maxwell, 7981 Snowberry Circle, Orlando, FL 32819; and Simon Heyworth Davis, 2600 Western Parkway, Orlando, FL 32803.

ARTICLE 9 - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

ARTICLE 10 - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 11 - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
F. Gordon Mark 10113 Don Hill Ct. Orlando, FL 32821	50
Guy C. Maxwell 7981 Snowberry Circle Orlando, FL 32819	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE 12 - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE 13 - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 14 - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE 15 - PURPOSES

The purposes for which the Corporation is organized are the following:

A. To engage in and transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8 day of July, 1997.


F. Gordon Mark

Date: July 8, 1997.

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of July, 1997, by F. Gordon Mark.

NOTARY PUBLIC:


(Signature of Notary Public)

TARA MCQUAGGE
(Print name of Notary Public)



STATE OF FLORIDA AT LARGE

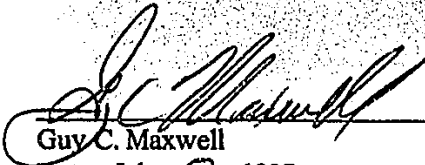
Commission number: CC 598446

My commission expires: Nov. 3, 2000

(SEAL)

Personally Known (☒) OR Produced Identification (____).

Type of Identification Produced: _____


Guy C. Maxwell
Date: July 8, 1997.

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of July, 1997, by Guy
C. Maxwell.

NOTARY PUBLIC:


(Signature of Notary Public)

TARA MCQUAGGE
(Print name of Notary Public)

STATE OF FLORIDA AT LARGE

Commission number: CC 598446

My commission expires: Nov. 3, 2000

(SEAL)

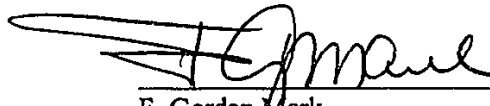


Personally Known (☒) OR Produced Identification

Type of Identification Produced: _____

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



F. Gordon Mark
Date: July 8, 1997

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 8th day of July, 1997, by F. Gordon Mark.

NOTARY PUBLIC:


(Signature of Notary Public)

TARA MCQUAGGE
(Print name of Notary Public)

STATE OF FLORIDA AT LARGE

Commission number: CC 598446

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Personally Known (✓) OR Produced Identification
Type of Identification Produced: _____