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Charter Number Only

7/22/97 Ed G.

Eduardo Guerrero

Requestor's Name 255 Alhambra Circle #420

Address Coral Gables FL 33134

City State ZIP Phone

# 446-0001 B

VALIDATION ONLY

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CORPORATION(S) NAME

Tebisa Faucets U.S.A., Inc.

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
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- Foreign
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RECEIVED 97 JUL 23 AM 10:01 DEPARTMENT OF CORPORATION

OC.R. JUL 23 1997

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TEBISA FAUCETS U.S.A., INC.

ARTICLE I-NAME

The name of this Corporation is **TEBISA FAUCETS U.S.A., INC.**

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

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fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE  
AND AGENT AND PRINCIPAL ADDRESS

The street address of the initial registered office and principal address of this corporation is: 11802 N.W. 12th Drive, Coral Springs, Florida 33071. The name of the initial registered agent of this corporation at that address is: Miguel Tort Santos.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

MIGUEL TORT SANTOS

Laurea Miro, 321  
08980 Sant Feliu de Llobregat  
Barcelona, Spain

ANTONIO LLULL OSSO

Laurea Miro, 321  
08980 Sant Feliu de Llobregat  
Barcelona, Spain

ARTICLE IX-INCORPORATIONS AND SUBSCRIBERS

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

MIGUEL TORT SANTOS

Laurea Miro, 321  
08980 Sant Feliu de Llobregat  
Barcelona, Spain

ANTONIO LLULL OSSO

Laurea Miro, 321  
08980 Sant Feliu de Llobregat  
Barcelona, Spain

ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be

vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name.

Miguel Tort Santos.....

50 shares

Antonio Llull Osso.....

50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of this shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote

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represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18<sup>th</sup> day of July, 1997.

  
MIGUEL TORT SANTOS

  
ANTONIO LLULL OSSO

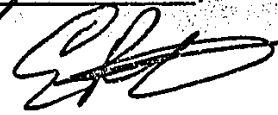
STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF DADE        )

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, personally appeared Miguel Tort Santos and Antonio Lluïl Osso, to me know to be the persons described in and who executed the same for the purposes therein expressed, and who did take a oath.

WITNESS my hand and official seal in the County and State

last aforesaid on this 18<sup>th</sup> day of July, 1997.

NOTARY PUBLIC - STATE OF FLORIDA  
EDUARDO R. GUERRERO  
COMMISSION # CC591770  
EXPIRES 10-25-2001  
BONDED THRU ASA 1-25-2001



NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:

Personally known        or produced identification ✓  
Type of identification produced PASSPORTS

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

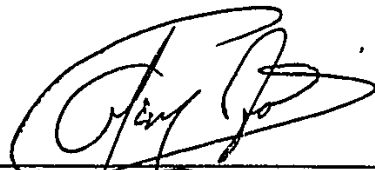
In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First-That **TEBISA FAUCETS U.S.A., INC.**, desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the articles of incorporation at the City of Coral  
Springs, County of Broward, State of Florida has named **Miguel Tort  
Santos**, whose address is 11802 N.W. 12th Drive, Coral Springs,  
Florida 33071, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above  
stated corporation, at the 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.

BY:

  
\_\_\_\_\_  
**Miguel Tort Santos,**  
Registered Agent

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97 JUL 23 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA