

Hose, Inc.

5226 South Dale Mabry Hwy
Tampa, Florida 33611

Office: 805-0111
Fax: 835-1696

PTW0084316

September 24, 1997

100002305571--7
-09/29/97--01037--002
***122.50 ***122.50

Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

Re: *Hose, Inc. of Tampa Bay*

To Whom It May Concern:

Enclosed please find Articles of Incorporation for the above referenced company together with check in the amount of \$122.50 representing filing fees with return certified copy.

If you have any questions please do not hesitate to contact me.

Sincerely,

Paula M. Fisher
Paula M. Fisher
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 AM 10:08

Industrial Sales

D. BROWN SEP 30 1997

**ARTICLES OF INCORPORATION
OF
HOSE, INC. OF TAMPA BAY**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 AM 10:09**

The undersigned natural persons of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

Hose, Inc. of Tampa Bay

with its principal office located at:

5226 S. Dale Mabry Highway

Tampa, Florida 33611

ARTICLE II

PURPOSE

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

ARTICLE III

STOCK CLAUSE

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100 shares of common stock (each with a par value of \$1.00)

ARTICLE IV

SUBSCRIBERS, INCORPORATORS AND DIRECTORS

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

Name	Address
Paula M. Fisher	5226 S. Dale Mabry Tampa, FL 33611

ARTICLE V

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation.
- b. Reorganization, merger or consolidation of the corporation.
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation.
- d. Dissolution of the corporation.

ARTICLE VII

DIRECTORS

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment

contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

EFFECTIVE DATE

The date that corporate existence shall begin shall be September 1, 1997, except that if the Articles of Incorporation are not filed with the Florida Department of State within 5 business days the Corporation's business will commence upon the filing with the Florida Department of State. This election is pursuant to Florida Statute 607.167.

This effective date is requested for accounting purposes only.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

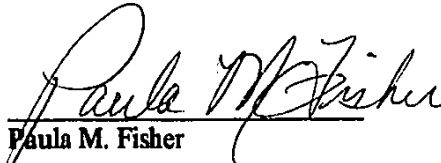
The address of the initial registered office of this corporation is 5226 S. Dale Mabry, Tampa, Florida 33611. The name of the Registered Agent of this corporation is Paula M. Fisher at the above office address.

ARTICLE XII

FISCAL YEAR AND SECTION 1244

The fiscal year for this Corporation shall end on December 31. The company elects the provision of Section 1244 of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 1st day of September, 1997.


Paula M. Fisher

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the above signed officer, duly authorized to administer oaths and take acknowledgements, personally appeared Paula M. Fisher who after being duly cautioned and sworn, did depose and say that she had affixed her name to the foregoing Articles of Incorporation of Hose, Inc. of Tampa Bay as the original subscriber to the said

corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this 25
day of September, 1997.

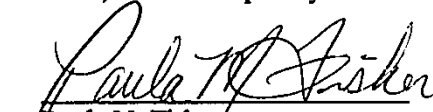
Helen J. Carastro
Notary Public, State of Florida
My Comm Expires May 12, 2001
No CC646476


Notary Public

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for

Hose, Inc. of Tampa Bay.


Paula M. Fisher
5226 S. Dale Mabry
Tampa, FL 33611
(813) 805-0111

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 AM 10: 09