



THE UNITED STATES
CORPORATION
COMPANY

P98000006881

ACCOUNT NO. : 072100000032

REFERENCE : 677663 7107686

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 857.50

ORDER DATE : January 22, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 677663-005

CUSTOMER NO: 7107686

CUSTOMER: Ms. Susan Kyle
HUGHES SUPPLY, INC.

Suite 200
20 N. Orange Avenue
Orlando, FL 32801

700002408737---

DOMESTIC FILING

NAME: CSI MERGER CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (15) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 1:52

RECORDED
98 JAN 22 11:32:49
DIVISION OF EDUCATION
2/19/98

ARTICLES OF INCORPORATION
OF

CSI MERGER CORPORATION

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:

CSI Merger Corporation

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 20 N. Orange Avenue, Suite 200, Orlando, Florida 32801.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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 \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Fl 32301, and the name of the initial registered agent of the corporation at that address is The Prentice-Hall Corporation System, Inc.

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ARTICLE VII

Number of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name(s) and street address(es) of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
David H. Hughes	20 N. Orange Avenue Suite 200 Orlando, FL 32801
A. Stewart Hall, Jr.	20 N. Orange Avenue Suite 200 Orlando, FL 32801
J. Stephen Zepf	20 N. Orange Avenue Suite 200 Orlando, FL 32801

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Benjamin P. Butterfield	20 N. Orange Avenue Suite 200 Orlando, FL 32801


ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XI

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 21st day of January, 1998.


Benjamin P. Butterfield
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for ~~CSI~~ **Merger 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.

THE PRENTICE-HALL CORPORATION
SYSTEM, INC.

By: 
Registered Agent

Date: Karen B. Rozar, As Its Agent

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