

JOHN D. BAGNALL
2063 N.E. 181 STREET
N. MIAMI BEACH, FLORIDA 33162

MAY 20, 1998

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32399

300002560393--4
-06/16/98--01028--008
*****70.00 *****70.00

RE: JRV DISTRIBUTION INC.


P98000054395
GENTLEMEN;

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH A COPY OF SAID ARTICLES FOR JRV DISTRIBUTION INC. AND OUR
CHECK IN THE AMOUNT OF \$70.00 AS FOLLOWS:

FILING FEE	\$35.00
REGISTERED AGENT	35.00

TOTAL	\$70.00

RESPECTFULLY SUBMITTED,


JOHN D. BAGNALL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 8:27

Certificate of Incorporation

-of-

JRV DISTRIBUTION INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 8:27

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

JRV DISTRIBUTION INC.

ARTICLE II

The corporation may engage in DISTRIBUTION OF FIRE PROTECTION DEVICES , as well as, any other legal business activity permitted under the laws of the United States and of the state of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE hundred (500) shares of common stock, having a par value of one (\$1.00) dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE hundred (\$500.00) dollars.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be :

2063 N.E. 181 STREET
N. MIAMI BEACH, FLORIDA 33162

ARTICLE VII

The number of Directors of this corporation shall be at least one (1).

ARTICLE VIII

The name and street address of the members of the first Board of Director of this Corporation are as follows:

JOHN D. BAGNALL	2063 N.E. 181 STREET N. MIAMI BEACH, FLORIDA 33162
RICHARD CHOMICKI	5329 - 72ND PLACE MASTETH, NEW YORK 11378
VINCENT TURSI	2220 N.E. 25TH AVENEUE POMPANO BEACH, FL. 33062

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as incorporator is as follows :

JOHN D. BAGNALL

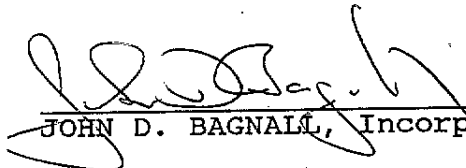
2063 N.E. 181 STREET

N. MIAMI BEACH, FLORIDA 33162

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

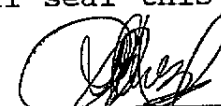
In WITNESS WHEREOF, the undersigned, JOHN BAGNALL, being a natural person competent to contract, have hereunto set HIS hands and seals this 29 th day of MAY 1998.


JOHN D. BAGNALL, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned Notary Public of the State of FLORIDA personally appeared JOHN D. BAGNALL known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he execute the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 29 th day of MAY 1998.


Notary Public, State of Florida
My commission expires: FEB 19, 2001

(Notary Seal)

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: JRV DISTRIBUTION INC. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of N. MIAMI BEACH, County of DADE, state of Florida has named JOHN D. BAGNALL located at 2063 N.E. 181 STREET, N. MIAMI BEACH, FLORIDA 33162 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services 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 provisions of said act relative to keeping open said office.



JOHN D. BAGNALL, PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 8:27