

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-870 • (800) 806-2 • Fax (850) 222-1222

**P99000106576**

Watermaid U.S.A., Inc.

100003065041--9  
-12/09/99-01020--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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<input type="checkbox"/>	Merger File	
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<input checked="" type="checkbox"/>	Annual Report / Reinstatement	99 DEC -9 AM 5:59 RECEIVED TALLAHASSEE FLORIDA
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<input type="checkbox"/>	Driving Record	
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Signature \_\_\_\_\_

Requested by: LM 12/9 8:44

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
WATERMAID U.S.A., INC.**

The undersigned subscriber to the articles of incorporation, RICHARD E. VARLEY, who is a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida as follows:

**ARTICLE ONE**

**Name**

The name of this corporation is WATERMAID U.S.A., INC. The mailing address of the Corporation is Suite 263, 15 Paradise Plaza, Sarasota, Florida 34239.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE TWO**

**Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these articles and the Corporation shall have perpetual existence thereafter.

**ARTICLE THREE**

**Nature of Business**

The Corporation is organized to engage in any and all law full businesses.

**ARTICLE FOUR**

**Powers**

The Corporation shall have power:

- (A.) to have perpetual succession by its corporate name;
- (B.) to sue and be sued, complain, and defend in its corporate name in all

actions or proceedings;

(C.) to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, fixed, or in any other manner reproduced;

(D.) to purchase, take, receive, lease, or otherwise acquire, lend, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(E.) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(F.) to lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(G.) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof;

(H.) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

(I.) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(J.) to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

(K.) to elect or appoint officers and agents of the Corporation and fix their duties and fix their compensation;

(L.) to make and alter bylaws, not inconsistent with these Articles of Incorporation in the laws of this state, for the administration and regulation of the affairs of the Corporation;

(M.) to make donations for the public welfare or for charitable scientific or educational purposes;

(N.) to transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(O.) to pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of the directors, officers, and employees of its subsidiaries;

(P.) to be a promoter, incorporator, partner, member, associate, or manager of any Corporation, partnership, joint venture, trust or other enterprise; and

(Q.) to have and exercise all powers necessary or convenient to affect its purposes.

## **ARTICLE FIVE**

### **Capital Stock**

This Corporation is authorized to issue 1,000 (ONE THOUSAND) shares of no par value common stock which may be fractional shares. All stock, when issued, shall be fully paid in non-assessable.

## **ARTICLE SIX**

### **Initial Registered Office and Agents**

The street address of the initial registered agent office of this Corporation is 1800 Second Street, Suite 700., Sarasota, Florida 34236 and its initial registered agent is David S. Simon, Esquire.

## **ARTICLE SEVEN**

### **Directors**

The Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by bylaws adopted by the Board of Directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of the majority of the outstanding shares of stock of the Corporation, provided that the Corporation shall always have at least one director. The name and street address of the initial director of this Corporation, who shall serve until its (their) successor(s) are duly elected and qualified, is:

Name

Address

Richard E. Varley

Suite 263, 15 Paradise Plaza, Sarasota, Florida  
34239.

## **ARTICLE EIGHT**

### **Subscribers**

The name and street address of the incorporator signing these articles of incorporation is:

Name

Address

Richard E. Varley

Suite 263, 15 Paradise Plaza, Sarasota, Florida  
34239.

## **ARTICLE NINE**

### **Special Provisions**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

## **ARTICLE TEN**

### **Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

## **ARTICLE ELEVEN**

### **Preemptive Rights**

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying the right

to subscribe to acquire such shares, which may be issued at any time by the Corporation.

## ARTICLE TWELVE

### Removal of Directors


The shareholders of this Corporation shall be entitled to remove any director from office any time for any reason whatsoever, whether or not there is cause for removal.

## ARTICLE THIRTEEN

### Amendment

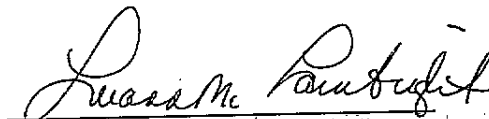
These articles of incorporation may be amended in the manner provided by law.

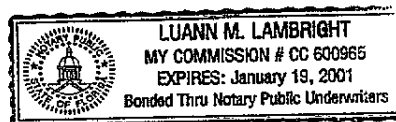
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 2<sup>nd</sup> day of December, 1999.

  
RICHARD E. VARLEY

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me on the 2<sup>nd</sup> day of December, 1999 by Richard E. Varley who provided the following identification: Fla. D.L. V640-745-43-427-0

  
Notary Public



## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

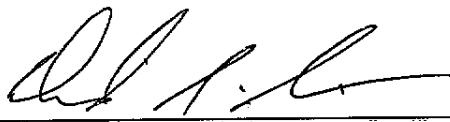
1. The name of the Corporation is WATERMAID U.S.A., INC.
2. The name and address of the registered agent and office are:

DAVID S. SIMON, ESQ.  
1800 Second Street, Suite 700  
Sarasota, FL 34236

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION HAD PLACED DESIGNATED IN THIS CERTIFICATE, I HEREBY SET THE APPOINTMENT AS REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Dated: December 2, 1999

  
David S. Simon, Esq.