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NORTON AND MARRYOTT, P. A.
ATTORNEYS AND COUNSELLORS AT LAW

DANMATT BANK BUILDING
SUITE 400
PUNTA GORDA, FLORIDA

* ROBERT J. NORTON
* THOMAS D. MARRYOTT
* KEVIN C. BIRKLEY

* ALSO ADMITTED TO MICHIGAN BAR
* REGISTERED PATENT ATTORNEY

February 2, 1996

MAILING ADDRESS
100 EAST OLYMPIA AVE.
SUITE 400
PUNTA GORDA, FL 33950
TELEPHONE (813) 699-0011

DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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****122.50 ****122.50

To Whom it may concern:

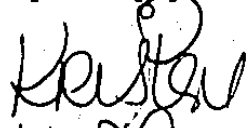
RE: PEN ENGINEERING, INC.

Enclosed please find an original and one (1) copy of Articles for the above-stated corporation, not for profit.

Also, enclosed is a check in the amount of One Hundred Twenty-two (\$122.50) and 50/100ths Dollars. Please file same and return the certified copy to address above.

Thank you for your courtesy and assistance in this matter.

Very truly yours,


Kristen
Legal Secretary to Thomas D. Marryott

Enclosure(s)

Kristen

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Princ. address

DOC. EXAM.

2/14

2/B

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 FEB -7 PM 2:17

FILED

GB 2/14/

ARTICLES OF INCORPORATION
OF
PEN ENGINEERING, INC.

FILED
96 FEB -7, PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is PEN ENGINEERING, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtednesses as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own

..capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at ten cents (\$.10) par value common stock, which stock shall be designated as "Common shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting powers for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered^{principal} office of this corporation is 8320 Riverside Drive, #4048, Punta Gorda, Florida 33982. The initial registered agent at that address is PAULAH EARLENE NORDAHL.

ARTICLE VII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PAULAH EARLENE NORDAHL	PRESIDENT, DIRECTOR, INCORPORATOR, AND RESIDENT AGENT	8320 RIVERSIDE DR., #4048, PUNTA GORDA, FL

ARTICLE VIII. INITIAL DIRECTORS

This corporation shall have one (1) director initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than one (1). The names and addresses of the initial directors are as follows:

NAME

ADDRESS

PAULAH EARLENE NORDAHL

8320 RIVERSIDE DR., #4048,
PUNTA GORDA, FL 33950

ARTICLE IX. INCORPORATORS

The names and addresses of the persons signing these articles are:

NAME

ADDRESS

PAULAH EARLENE NORDAHL

8320 RIVERSIDE DR., #4048,
PUNTA GORDA, FL 33950

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth next to their name:

PAULAH EARLENE NORDAHL -- 100 SHARES

Shares held by the initial shareholders above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation. The price and terms of which and the time within

..which such shares may be offered and sold shall be further specified in written agreement among all of the shareholders and this corporation.

ARTICLE XII. CUMULATIVE VOTING

At each election for directors every 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 his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

A shareholders meeting may be called by any shareholder upon thirty (30) days written notice thereof actually delivered upon all other shareholders.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. AMENDMENTS

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

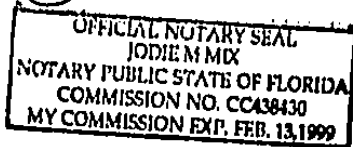
IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 29 day of
January 1996.

Paulah Earlene Nordahl
PAULAH EARLENE NORDAHL
President, Director, Incorporator,
and Resident Agent

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally
appeared, PAULAH EARLENE NORDAHL, to me known and known by me to
be the persons described in and who executed the foregoing
Articles of Incorporation, and did so for the purposes therein
expressed.

WITNESS my hand and seal this 29 day of
January 1996.



Jodie M. Mix
NOTARY PUBLIC - STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

I, PAULAH EARLENE NORDAHL, the undersigned, hereby
accept designation as registered agent of PEN ENGINEERING, INC.

Dated this 29 day of January 1996.

Paulah Earlene Nordahl
PAULAH EARLENE NORDAHL