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LETTER OF TRANSMITTAL

October 30, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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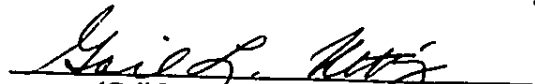
Re: INSPECTION MASTERS INC.

Gentleman:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent for the above named corporation.

Very truly yours,


(Gail L. Nutting)

INSPECTION MASTERS INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

801 Bellevue St. N.E.
Palm Bay, FL 32907

PHONE

1-407-768-6199

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NOV -1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 6 1996

ARTICLES OF INCORPORATION

of

INSPECTION MASTERS INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

INSPECTION MASTERS INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
801 Bellevue St. N.E.		
CITY <u>Palm Bay</u>	FLORIDA	ZIP <u>32907</u>

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Gail L. Nutting</u>	
ADDRESS	<u>801 Bellevue St. N.E.</u>	
CITY	FLORIDA	ZIP <u>32907</u>

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 (TWO) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

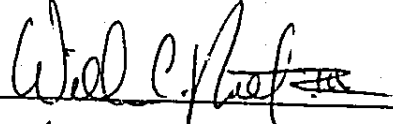
NAME	William C. Nutting III			President
ADDRESS	801 Bellevue St. N.E.			
CITY	Palm Bay	STATE	Florida	ZIP 32907
NAME	Gail L. Nutting			Vice President
ADDRESS	801 Bellevue St. N.E.			
CITY	Palm Bay	STATE	Florida	ZIP 32907
NAME				
ADDRESS				
CITY		STATE		ZIP

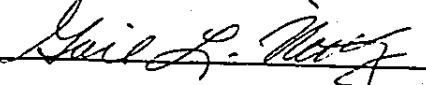
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	William C. Nutting III			
ADDRESS	801 Bellevue St. N.E.			
CITY	Palm Bay	STATE	Florida	ZIP 32907
NAME	Gail L. Nutting			
ADDRESS	801 Bellevue St. N.E.			
CITY	Palm Bay	STATE	Florida	ZIP 32907
NAME				
ADDRESS				
CITY		STATE		ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 30 day of October, 1996.

 (Signature)

 (Signature)

____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INSPECTION MASTERS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its registered office
as indicated in the Articles of Incorporation
at 801 Bellevue St. N.E.
Palm Bay, Florida 32907
has named Gail L. Nutting
located at the aforesaid address, as its registered agent to accept service of process within this
state.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby accept the appointment as regis-
tered 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.

Gail L. Nutting
(Signature)

10/30/96
(Date)