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REFERENCE : 631107 81006A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 631107-005

CUSTOMER NO: 81006A

CUSTOMER: Tana Stringfellow, Legal Asst  
BAUMER BRADFORD & WALTERS,  
P.A.  
Suite 2200  
50 North Laura Street  
Jacksonville, FL 32202

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: TECTONICS INTERNATIONAL CORPORATION

EFFECTIVE DATE:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 11 PM 2:28

FILED

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

EFFECTIVE DATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

12-10-97

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

*Dmo*  
*12-11-97*

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
TECTONICS INTERNATIONAL CORPORATION**

**FILED**  
97 DEC 11 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**EFFECTIVE DATE**  
12-10-97

**Article I**  
**Name**

**Section 1.1. Name.** The name of this corporation shall be **Tectonics International Corporation.**

**Article II**  
**Principal Office and Mailing Address**

**Section 2.1. Principal Office and Mailing Address.** The initial principal place of business and mailing address of this corporation shall be c/o Baumer, Bradford & Walters, P.A., 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

**Article III**  
**Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share..

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Section 3.3. Preemptive Rights.** Shareholders shall have no preemptive rights.

**Section 3.4 Cumulative Voting.** Cumulative voting shall not be permitted.

**Article IV**  
**Initial Registered Agent and Address**

**Section 4.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Michael A. Walters  
Baumer, Bradford & Walters, P.A.  
50 N. Laura Street, suite 2200  
Jacksonville, Florida 32202

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Michael A. Walters  
Baumer, Bradford & Walters, P.A.  
50 N. Laura Street, suite 2200  
Jacksonville, Florida 32202

**Article VI**  
**Duration**

**Section 6.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

**Article VII**  
**Purposes**

**Section 7.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

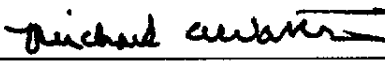
**Section 8.1. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 8.2. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article IX**  
**Amendment**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 15<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
MICHAEL A. WALTERS

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

**FRED MILLER GROUP, INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates **MICHAEL A. WALTERS** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202.

DATED this 10<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
MICHAEL A. WALTERS

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

DATED this 10<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
MICHAEL A. WALTERS