

P980000004968

Jay Lipeles
Requestor's Name
316 Spring Run Circle
Address
Longwood FL 32779
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

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-01/14/98-01049-013
*****70.00 *****70.00

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

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98 JAN 14 PM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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| Examiner's Initials | |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION
of
SHAFFER ENGINES, INC.

The undersigned, all citizens of the State of Florida, being desirous of becoming a Corporation for the business purposes hereinafter stated, to make, subscribe and acknowledge for filing in the office of the Secretary of State of the State of Florida, this certificate, setting forth:

I

The name of the Corporation is Shaffer Engines, Inc.

II

- a) The general nature of the business to be transacted by this corporation is: to engage in engineering, to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, to rent, lease, transfer or otherwise dispose of, and to invest in, trade in, and with goods, wares, merchandise, real or personal property, and services of every class, kind and description.
- b) To acquire by subscription, purchase or otherwise, to hold for investment, or for resale, or for renting, or for leasing, to hypothecate debentures, mortgages, notes, trust receipts, lease agreements, distribution agreements, certificates of securities of private, public, quasi-public, municipal, foreign or domestic institutions.
- c) To collect the interest and dividends on its' holdings and leases and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it.
- d) To borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, execute and issue promissory notes, drafts, debentures and other instruments of indebtedness, and to secure the payment thereof and the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, and to sell, pledge, or otherwise dispose of such securities or other obligations to the Corporation, for its Corporate purposes.
- e) To acquire the business, property or assets of other companies, firms or corporations engaged in any of the businesses or enterprises herein enumerated, or otherwise, and either by purchase, consolidation, merger or acquisition of the capital stock of such businesses or corporations, or by acquiring the assets and franchises of same, for any lawful remuneration, including the exchange of its own capital stock.

- f) To make, enter into and perform contracts and agreements of any kind and to engage in and carry on any lawful business (other than banking, insurance and railroad corporation) which a corporation is authorized or permitted to carry on under the laws of the State of Florida, and to do and perform every act or thing incident to, growing out of or connected with the aforementioned businesses or powers, either alone or in association with other individuals, firms or corporations; to have, exercise and enjoy all powers vested in private corporations under the State of Florida.

III

The number of shares that this Corporation is authorized to have outstanding at any time is seven thousand five hundred (7500) shares of common stock having a nominal or par value of One Dollar (\$ 1.00) per share.

IV

The amount of capital with which this corporation will begin business will not be less than Five Hundred (\$ 500.00) Dollars.

V

This corporation shall have perpetual existence.

VI

Special Provisions

- a) The stockholders shall have the authority to adopt such rules, bylaws and regulations for the governing of the Corporation as they may deem necessary or expedient.
- b) Holders of common stock shall be entitled to one vote for each and every share of common stock standing in his, her or its name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.
- c) No stockholder shall have a preemptive right, as defined by the laws of the State of Florida, to purchase or acquire additional, or treasury shares, of stock in the Corporation.
- d) The business and affairs of the Corporation shall be under the management and control of the Board of Directors, said Board to consist of not less than one (1), nor more than seven (7) persons. In the event of death or resignation of a director, or the refusal of a person elected a director to accept his election as such, or to otherwise qualify as such, the remaining directors shall elect his successor. All officers and directors shall hold office for the period of one (1) year, or until their respective successors are duly elected and qualified.
- e) The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefore, or sale thereof, as authorized or provided by law shall be fully paid and non-assessable; and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

- f) The Corporation shall have a lien on shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Florida.
- g) The dates on which the Stockholders' annual meeting shall be held, the number of directors and their terms of office, and the officers, shall be fixed by the bylaws of the Corporation. Other officers than those named may be created by the bylaws and filled by the Board of Directors. The Corporation shall have the power to make bylaws for the regulation and government of the Corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Florida.
- h) The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the directors, officers, and stockholders herein are granted subject to this reservation.

VII

The principal office of this Corporation will be located at 316 Spring Run Circle, Longwood, Florida.

VIII

The names and post office addresses of the members of the Board of Directors who, subject to the provisions of these Articles of Incorporation, bylaws, and the Corporation Law of the State of Florida, shall hold office for the first year of the Corporations' existence or until their successors have qualified and have been elected are:

| NAME | SHARES | ADDRESS | OFFICE |
|-----------------|--------|---|----------------|
| Jay Lipeles | 500 | 316 Spring Run Circle Longwood, Fla. | President |
| Jim Shaffer | 500 | 1780 Geronimo Trail Maitland, Fla. | Vice-President |
| Joel Greenstein | 500 | 1047 McKean Circle Winter Park, Fla. | Treasurer |
| Joel Greenstein | | 1047 McKean Circle Winter Park, Fla. | Secretary |

IX

The name and address of the resident agent of this Corporation shall be:

Jay Lipeles
316 Spring Run Circle
Longwood, Fla. 32779

in pursuance of Chapter 48.091 Florida Statute.

IN WITNESS WHEREOF, the undersigned incorporators, being the persons named in paragraph VIII above, do hereby subscribe evidence of their desire to form this Corporation and do hereunto subscribe their names, this day of January, 1998.

Jay Lipeles 1/12/98
Jay Lipeles date

Joel Greenstein 1/12/98
Joel Greenstein date

Jim Shaffer 1/12/98
Jim Shaffer date

FILED
9:21 AM
JAN 12 1998
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Florida
Orange County

I HEREBY CERTIFY that this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Jay Lipeles, Joel Greenstein and Jim Shaffer to me known to be the persons described above as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

WITNESS my hand and official seal in this County and State named above this 12 day of January, 1998.

Mitzy A. Evans
Notary Public

My commission expires: _____



I hereby accept the appointment of Resident Agent.

Jay Lipeles
Jay Lipeles