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EFFECTIVE DATE

11/1/99



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Office Use Only

CORPORATION 3915 EL REY ROAD
ORLANDO, FLORIDA 32808

MENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. Vinci Hi - Performance Specialties _____ (Document #)
JNC.
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

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

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

FILED
98 DEC 15 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Per B.R. just
order a C.C.

Examiner's Initials

TTA-12/17/98

EFFECTIVE DATE
11/19/99

98 DEC 15 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

VINCI HI - PERFORMANCE SPECIALTIES, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY SUBSCRIBE TO AND FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1

(NAME)

THE NAME OF THE CORPORATION IS VINCI HI - PERFORMANCE SPECIALTIES, INC.

ARTICLE 2

(NATURE OF BUSINESS)

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE 3

(CAPITAL STOCK)

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ONE TIME IS ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE. SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR, OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE STOCKHOLDERS AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE 4

(CAPITAL)

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE 5

(CORPORATE EXISTENCE)

1) COMMENCEMENT - THE DATE WHEN CORPORATE EXISTENCE SHALL COMMENCE ON JAN. 1, 1999.

2) DURATION - THIS CORPORATION SHALL EXIST PERPETUALLY UNTIL DISSOLVED ACCORDING TO LAW.

ARTICLE 6

(PRINCIPAL OFFICE)

1) PRINCIPAL OFFICE - THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA 3915 EL REY ROAD, ORLANDO, FLORIDA 32808

2) RELOCATION - THE STOCKHOLDERS MAY, FROM TIME TO TIME MOVE THE LOCATION OF THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE 7

(NUMBER OF DIRECTORS)

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL NOT BE LESS THAN ONE (1). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

ARTICLE 8

(NAME & ADDRESS OF THE BOARD OF DIRECTORS)

DESIGNATION - THE NAME POST OFFICE ADDRESSES & STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO SHALL SERVE UNTIL THE FIRST ANNUAL MEETING, OR UNTIL THEIR SUCCESSORS SHALL HAVE BEEN ELECTED AND QUALIFIED ARE:

NAME	ADDRESS	OFFICE
ROGER A. VINCI	671 QUIET WATER COVE ALTAMONTE SPRINGS, FL 32701	PRESIDENT
JOSEPH S. VINCI	310 BIRDIE COURT WINTER SPRINGS, FL 32708	VICE PRES

CERTIFIED DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
98 DEC 15 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: VINCI HI - PERFORMANCE SPECIALTIES, INC.

DESIRING TO ORGANIZE AS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY NAMES ROGER A. VINCI IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE, AND HEREBY DESIGNATES 671 QUIET WATER COVE, ALTAMONTE SPRINGS, FL 32701 AS THE STREET ADDRESS OF THIS OFFICE FOR SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 RELATIVE TO KEEPING SAID OFFICE.

BY: [Signature]
ROGER A. VINCI

EXECUTED BY THE UNDERSIGNED AT ORANGE COUNTY FLORIDA,

THIS 19 DAY OF OCTOBER, 1998

[Signature]
ROGER A. VINCI

STATE OF FLORIDA
COUNTY OF ORANGE

ON THIS 19 DAY OF OCTOBER 1998 BEFORE ME, A OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED, ROGER A. VINCI KNOWN TO BE TO BE THE PERSON WHOSE NAME ARE SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE WHEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 19 DAY OF OCTOBER. 1998.

[Signature]
NOTARY PUBLIC STATE OF
FLORIDA
MY COMMISSION EXPIRES

