

P990000 68429

AXSA

Engineering Products

2042 N. Forsyth Rd., Suite E

Orlando, Florida 32807

1-800-564-2972 fax 407-679-0752

City/State/Zip

Phone #

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-07/19/99--01103--007
*****78.75 *****78.75

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 #)

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

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

Examiner's Initials

TS 8/2/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 1999

AXSA ENGINEERING PRODUCTS
2042 N. FORSYTH RD., STE. E
ORLANDO, FL 32807

SUBJECT: CFM ASSOCIATES INC
Ref. Number: W99000017266

We have received your document for CFM ASSOCIATES INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00038184

ARTICLES OF INCORPORATION

OF

CFM BUSINESS ASSOCIATES INC.

The undersigned does hereby file the following pursuant to Florida Statute and does hereby certify that they have become a corporation for profit under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is **CFM BUSINESS ASSOCIATES INC.**

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

To engage in business of doing all matters necessary concerning the sale of business systems and services.

To acquire, by purchase, lease or otherwise, lands and interest in lands, and to own, hold improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held, or accepted by the corporation, buildings, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness; to own, buy, mortgage, sell, or otherwise dispose of, and to deal in and with property of all kinds, as well as capital stocks and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might, do and to enter into such agreements, contracts, and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

To become a member of and enter into any partnership or agreement for sharing profits with any person, firm, or corporation.

To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objections and powers as herein above set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of the Article or any other Article in these Articles of Incorporation, but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III

The authorized capital stock shall consist of 90 shares of common stock having a par value of \$1.00 per share, for a total authorized capital stock of 90 shares.

It is the intention of the incorporators that the stock of this company shall qualify as Small Business Company Stock under Section 1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be and is the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation shall have a perpetual existence.

ARTICLE VI

The principal office of this corporation shall be and is located in the State of Florida. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The street addresses of the principal office of this corporation is: 700 Wild Flower Street, Merritt Island, Florida 32953

ARTICLE VII

The number of directors of the corporation shall be not less than one or more than five.

ARTICLE VIII

The names and street addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES F. MILLER	700 Wild Flower Street Merritt Island, FL 32953
KATHLEEN MILLER	700 Wild Flower Street Merritt Island, FL 32953

ARTICLE IX

The names and street addresses of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES F. MILLER	700 Wild Flower Street Merritt Island, FL 32953
KATHLEEN MILLER	700 Wild Flower Street Merritt Island, FL 32963

ARTICLE X

The proposed officers of the corporation are:

President/Vice President	Charles F. Miller 700 Wild Flower St. Merritt Island, FL 32953
Secretary/Treasurer	Kathleen Miller 700 Wild Flower St. Merritt Island, FL 32953

ARTICLE XI

SUBCHAPTER "S" ELECTION: This corporation was formed to be a corporation qualifying under Subchapter "S" of the Internal Revenue Code as a small business corporation for tax purposes. Unless and until these Articles are amended, any attempted or purported transfer of shares shall be null and void unless the transfer shall have timely executed and filed his election under Subchapter "S" in the manner provided by law. Failure on the part of such transferee to do so shall render the transfer to him void and of no effect.

ARTICLE XII

The street address of the initial registered office is: 700 Wild Flower St., Merritt Island, FL 32953, and the initial registered agent is Charles F. Miller.

ARTICLE XIII

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

CHARLES F. MILLER	45 SHARES
KATHLEEN MILLER	45 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining share holders or to this corporation. The price and terms at which, and the time within, which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 23rd day of SEPTEMBER, 1998, for the purposes of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts therein stated are true.

Signed and sealed in the presence of:


Charles F. Miller (SEAL)
CHARLES F. MILLER

Kathleen Miller (SEAL)
KATHLEEN MILLER

STATE OF FLORIDA :
: ss:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of SEPTEMBER, 1998, by CHARLES F. MILLER, who () is personally known to me - or - (✓) produced the following identification: FLA - D - W


K. G. Hull
Notary Public
State of Florida at Large
Commission Number _____
My Commission Expires _____



STATE OF FLORIDA :
: ss:
COUNTY OF BREVARD :

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of SEPTEMBER, 1998, by KATHLEEN MILLER, who () is personally known to me - or - (✓) produced the following identification: FLA D - W

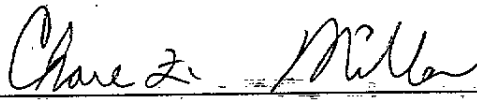
K. G. Hull
Notary Public
State of Florida at Large
Commission Number _____
My Commission Expires _____



CERTIFICATION AND ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Having been named to accept service of process for CFM BUSINESS ASSOCIATES INC., I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.



Charles F. Miller