

2/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242

CONTACT: JULIO C EXQUIVEL

PHONE: (813)259-0004

FAX #: (813)258-9146

NAME: MASTER INDUSTRIES
INDUSTRY CORPORATION

AUDIT NUMBER.....H98000002944

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....14

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight FEB 12 1998

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Master Industries Corporation

Article II. Address

The mailing address of the Corporation is:
Master Industries Corporation
14270 Carlson Circle
Tampa FL 33626-3001 Hillsborough

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

David T. Renner
Jerry U. Friend

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
2802 West Angeles
Tampa FL 33629
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

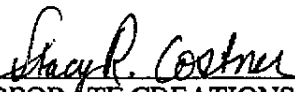
The name and address of the incorporator is:

Corporate Creations
2802 West Angeles
Tampa FL 33629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 12, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 12, 1998.



CORPORATE CREATIONS
Stacy R. Costner Vice President

Corporate Creations
2802 West Angeles
Tampa FL 33629
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Master Industries Corporation

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS ENTERPRISES INC.
Stacy R. Costner as attorney-in-fact

Date: February 12, 1998

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