



**ALPINE
ENGINEERED
PRODUCTS, INC.**

P.O. Box 2225 • Pompano Beach, Florida 33061-2225 • (305) 781-3333

December 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

309 642

Re: Alpine Engineered Products, Inc., A Florida Corporation

100002408431--0

-01/22/98--01042--021

*****96.25 *****96.25

Dear Gentleman and Ladies:

Enclosed for your filing in the Corporate Records of the Secretary of State of the State of Florida are the original and one copy of the Amended and Restated Articles of Incorporation of Alpine Engineered Products, Inc. dated August 22, 1997. Please return to us a certified copy of the Amended and Restated Articles certified by the Secretary of State.

Also enclosed is Alpine's check in the amount of \$96.25 representing the \$5.00 filing fee for the Restatement of Articles of Incorporation with Amendment of Articles, the \$52.50 fee for the certified copy of the Amended and Restated Articles, and the \$8.75 fee for a Certificate of Status which we would also like to receive from you. If this fee analysis is incorrect, please let me know and we will correct the payment.

If you need any additional items or information from us in order to accomplish all of the foregoing, please let me know that also. Otherwise, we will look forward to receiving from you the Certified Copy of the Amended and Restated Articles of Incorporation showing they have been filed and certified by the Secretary of State and the Certificate of Status for the corporation issued by the Secretary of State.

Thank you for your good service.

Sincerely,

Regier
Jarold W. Regier,
General Counsel

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APPROVED
AND
FILED

90 JAN 20 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JAN 17 1998
DIVISION OF CORPORATIONS

CORPORATIONS

OK

309 642

4pgs
Cert Copy
Amended

85-02-1-20-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1998

ALPINE ENGINEERED PRODUCTS, INC.
% JAROLD REGIER
P.O. BOX 2225
POMPANO BEACH, FL 33061-2225

SUBJECT: ALPINE ENGINEERED PRODUCTS, INC.
Ref. Number: 309642

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The fee to file your document is \$35.

The fee for a certified copy is \$52.50. A certificate of status is \$8.75.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00000570

Jarold W. Regier
General Counsel and
Director of Corporate Services

ALPINE

January 16, 1998

Ms. Carol Mustain
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Alpine Engineered Products, Inc., a Florida Corporation
Your Ref. Number: 309642
Your Letter Number: 598A00000570

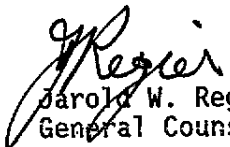
Dear Ms. Mustain:

Pursuant to your letter dated January 6, 1998, as referenced above, enclosed are one original and one copy of a corrected version of the Amended and Restated Articles of Incorporation of Alpine Engineered Products, Inc. dated August 22, 1997. Please note that by the language used in the first paragraph, I believe it is clear that the restated Articles were unanimously adopted by all directors and shareholders of the corporation.

Also enclosed is Alpine's check in the correct amount of \$96.25 as indicated by your letter referenced above. We will look forward to receiving from you the Certified Copy of the Amended and Restated Articles of Incorporation showing they have been filed and certified by the Secretary of State and the Certificate of Status for the corporation issued by the Secretary of State.

Should you need any further information, please do not hesitate to contact me. Thank you for your good service.

Sincerely,


Jarold W. Regier
General Counsel

JWR:rc
/Enclosures

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ALPINE ENGINEERED PRODUCTS, INC.

1200 Park Central Boulevard South • Pompano Beach, Florida, 33064 • (954) 781-3333 • Fax (954) 973-2164

**Amended and Restated
ARTICLES OF INCORPORATION OF
Alpine Engineered Products, Inc.**

The undersigned officers of this Corporation certify that pursuant to Resolutions unanimously adopted by all of the shareholders and all of the directors of this Corporation under F.S. Chapter 607, the Florida Business Corporation Act, this Corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Alpine Engineered Products, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation are:

1200 Park Central Boulevard South
Pompano Beach, Florida 33064

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred twenty five thousand (125,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the present registered agent are Jarold W. Regier, 1200 Park Central Boulevard South, Pompano Beach, Florida 33064.

ARTICLE V - INCORPORATOR(S)

The names and addresses of the incorporators of the original Articles of Incorporation on September 14, 1966, were:

Charles W. Harnden, 4780 N.E. 27th Avenue, Ft. Lauderdale, Florida
William R. McAlpine, 2800 N.E. 41st Street, Light House Point, Florida
George H. Gore, 23 Minnetonka Road, Sea Ranch Lakes, Florida

The undersigned have executed these Amended and Restated Articles of Incorporation this 22nd day of August, 1997.


Charles W. Harnden, President


William R. McAlpine, Secretary

APPROVED
AND
FILED
JAN 20 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

