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BASIC AMENDMENT

CRAWFORD EQUIPMENT & ENGINEERING COMPANY.

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Amended & Restated

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Article

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CRAWFORD EQUIPMENT & ENGINEERING COMPANY**

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Pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of CRAWFORD EQUIPMENT & ENGINEERING COMPANY (the "Corporation"), which Corporation was incorporated in the State of Florida on July 24, 1974 and amended and restated its Articles of Incorporation on January 30, 1998.

1. The shareholders of the Corporation have voted to adopt the Amended and Restated Articles of Incorporation. Therefore, Articles I through X of the Corporation's "Restated and Amended Articles of Incorporation of Crawford Equipment & Engineering Company" filed as of January 30, 1998 are deleted in their entirety and are amended and restated as follows:

ARTICLE I

Name and Duration

The name of the Corporation is CRAWFORD EQUIPMENT & ENGINEERING COMPANY. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 436 West Landstreet, Orlando, FL 32859.

ARTICLE III

Board of Directors

The number of members of the Board of Directors shall be six (6) which number may be increased, from time to time as provided by the Bylaws; provided, however, there shall never be less than four (4) directors. Each director shall serve until the next annual meeting of shareholders and until his successor has been duly elected or until his earlier resignation, removal or death.

ARTICLE IV

Registered Agent and Office

The registered agent of the Corporation shall be Steven L. Atkinson. The address of the registered office of the Corporation in the State of Florida is 436 W. Landstreet Rd., Orlando, FL 32859-3243.

ARTICLE V

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in every aspect and phase of the business of contract boiler work; design manufacturing and selling packaged crematories, volatile organic compound abatement systems, and medical incineration equipment and to transact any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VI

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 15,800,000 shares, which shall consist of 15,000,000 shares of Common Stock, \$0.0002 par value per share ("Common Stock") and 800,000 shares of Preferred Stock, \$0.0002 par value per share ("Preferred Stock").

2. The designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of Common Stock are as follows:

a. Voting Rights. The Common Stock shall have the following voting rights:

(i) With respect to the election of directors, if any shares of Common Stock are issued and outstanding, the holders of Common Stock, voting as a separate class, shall be entitled to elect the members of the Board of Directors.

(ii) The holders of Common Stock shall vote in all matters.

(iii) So long as any Common Stock is issued and outstanding, any vacancy in the office of a director elected by the holders of the Common Stock may be filled by a vote of such holders voting as a separate class. Any director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the stockholders and until his or her successor has been chosen and qualified.

b. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after distribution in full of the preferential amounts to be distributed to the creditors and holders of shares of Preferred Stock, if any, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this Paragraph.

c. Dividends. So long as any Preferred Stock is issued and outstanding, no dividends shall be declared or payable on Common Stock.

3. The designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of Preferred Stock are as follows:

a. Voting Rights. The Preferred Stock shall not be entitled to vote in any matters of the Corporation except as required under the laws of Florida.

- b. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after distribution in full of the preferential amounts to be distributed to the creditors of the Corporation, if any, the holders of Preferred Stock shall be entitled to receive the remaining assets of the Corporation, of whatever kind available for distribution to shareholders, in an amount equal to One Dollar (\$1.00) per share of Preferred Stock in combined value of cash, cash equivalents or fair market value of property distributed in kind (the "Preferred Liquidation Return"). Any remaining assets of the Corporation which exceed this Preferred Liquidation Return shall be distributed to the holders of Common Stock as provided in section 2(b) above. The Board of Directors may distribute in kind to the holders of Preferred Stock such assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Preferred Stock (up to the amount of the Preferred Liquidation Return). The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this Paragraph.
- c. Dividends. No dividends shall be declared or payable on the Preferred Stock.
- d. Redemption. If not previously redeemed by the Corporation, the Corporation will redeem the Preferred Stock on the date which is eight (8) years after the date such Preferred Stock was issued. The price for the redeemed stock will be One Dollar (\$1.00) per share of Preferred Stock.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this

Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Shareholder Supermajority Voting and Quorum Requirements

Decisions by the shareholders regarding a dissolution of the Corporation (a "Major Decision") shall be made only by special voting and quorum requirements as provided in this Article IX. In the event of a vote regarding a Major Decision, a quorum exists and shares entitled to vote may take action on such matter only if 90% of the shares entitled to be cast on the issue are represented in person or by proxy and voted at such meeting of the shareholders. If a quorum for the purpose of this Article IX exists, action on the Major Decision is approved if the votes cast favoring the action are equal to or greater than 85% of the shares constituting such quorum.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the fullest extent permitted by law.

2. The foregoing Amended and Restated Articles of Incorporation of Crawford Equipment & Engineering Company were adopted by all the members of the Board of Directors and the shareholders of the Corporation on the 29 day of JUNE, 2000 and the number of votes cast for such amendment and restatement was sufficient for approval.

DATED this 29th day of June, 2000

CRAWFORD EQUIPMENT & ENGINEERING
COMPANY, a Florida corporation

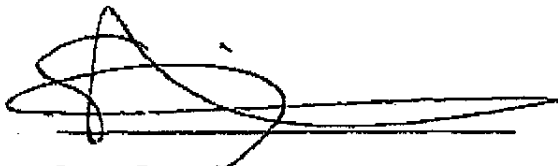
By 

Steven L. Atkinson, President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as successor registered agent for CRAWFORD EQUIPMENT & ENGINEERING COMPANY, at the place designated in these Amended and Restated Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

DATED this 29th day of June, 2000.



Steven L. Atkinson