

F9600005858

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Gibraltar Design, Inc., Architects & Engineers
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida. *

Please return all correspondence concerning this matter to the following:

Natalee A. Herrig
(Name of Person)

Dunlap, Moran, Roknich & Gibson, P.A.
(Firm/Company)

1819 Main Street, Suite 700
(Address)

Sarasota, FL 34236
(City/State/Zip)

SECRET
PART OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Natalee A. Herrig at (941) 366-0115
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

* see attached page for additional enclosures

**RESOLUTIONS
OF THE DIRECTORS OF
GIBRALTAR DESIGN, INC.**

The undersigned, being all of the directors of Gibraltar Design, Inc., an Indiana corporation, (the "Corporation") adopt the following resolutions of the Corporation:

WHEREAS, it is necessary for the Corporation to adopt an alternate name in order to effect authorization to transact business in the State of Florida, it is:

RESOLVED, that the Corporation hereby adopts the alternate name "Gibraltar Design, Inc., Architects & Engineers" to transact business in the State of Florida pursuant to Florida Statute Section 607.1506; and

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to make, execute and deliver all applications and registrations and to do and perform all acts necessary to effect the required authorizatuion.


Jay A. Brammer, Director

10/21/96
Date


Timothy B. Brammer, Director

10/21/96
Date


Scott R. Brown, Director

10-21-96
Date


George X. Cannon, Director

10/21/96
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

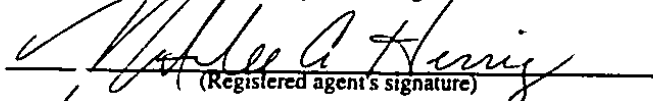
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Gibraltar Design, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Indiana
(State or country under the law of which it is incorporated)
3. 35-1988387
(FEI number, if applicable)
4. July 9, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9102 North Meridian Street, Suite 300
Indianapolis, IN 46260
(Current mailing address)
8. To conduct all legal business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Natalee A. Herrig, Esq.
Dunlap, Moran, Roknich & Gibson, P.A.
Office Address: 1819 Main Street, Suite 700
Sarasota, Florida, 34236
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: George X. Cannon

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

Vice Chairman: Scott R. Brown

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

Director: Jay A. Brammer

Address: 9000 Keystone Crossing, Suite
Indianapolis, IN 46240

Director: Timothy F. Brammer

Address: 9000 Keystone Crossing, Suite 1000
Indianapolis, IN 46240

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Dave L. Blanton

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

Vice President: Donald G. Courteau

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

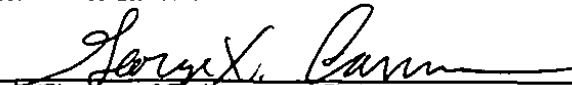
Secretary: Scott R. Brown

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

Treasurer: George X. Cannon

Address: 9102 N. Meridian Street, Suite 300
Indianapolis, IN 46260

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George X. Cannon
(Typed or printed name and capacity of person signing application)

**MINUTES OF ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS
OF
GIBRALTAR DESIGN, INC.**

The organizational meeting of the Board of Directors of Gibraltar Design, Inc. (the "Corporation"), an Indiana corporation, was held at 9102 North Meridian Street, Suite 300, Indianapolis, Indiana on July 9, 1996, at 2:00 o'clock P.M., pursuant to a call and waiver of notice thereof by all the directors of the Corporation. All of the directors of the Corporation, being George X. Cannon, Scott R. Brown, Jay A. Brammer, and Timothy F. Brammer were present.

George X. Cannon was selected as chairman of the meeting, and Scott R. Brown was selected as secretary of the meeting.

The chairman instructed the secretary to insert a copy of the call and waiver of notice of the meeting executed by all the directors of the Corporation in the minute book of the Corporation, immediately preceding the minutes of this meeting.

The first item of business to come before the meeting was the election of the officers of the Corporation by its directors in accordance with the By-Laws. Upon a motion duly made and unanimously approved, it was:

RESOLVED, that each of the following persons are hereby elected to serve as officers of the Corporation, to hold the office or offices set forth opposite his or her name below, beginning on the effective date hereof and continuing until the first annual meeting of the Board of Directors of the Corporation or until his or her successor is chosen and qualified, or until his or her earlier resignation, death, or removal from office:

<u>Name</u>	<u>Office(s)</u>
Davey L. Blanton	President
Donald G. Courteau	Vice-President
Scott R. Brown	Secretary
George X. Cannon	Treasurer

The chairman next stated that it was necessary to consider and approve the opening of an account with a financial institution as a depository of funds of the Corporation, and, after discussion, upon a motion duly made and unanimously approved, it was:

RESOLVED, NBD Bank, N. A of Indianapolis, Indiana, shall be a depository in which the funds of the Corporation shall be deposited, and the President, Secretary, and Treasurer of the Corporation, or any one of

them, are hereby authorized to open an account or accounts at such financial institution in the name of the Corporation.

RESOLVED FURTHER, that the printed form resolutions of such financial institution attached hereto, when completed by the officers of the Corporation, designating such financial institution as depository for the Corporation's funds and designating the officers authorized to sign, endorse, or cash checks or other instruments in the name of the Corporation, and further designating the persons authorized to borrow funds on behalf of the Corporation, shall be, and are, hereby adopted as the resolutions of the Board of Directors of the Corporation as if fully set forth herein, and such resolutions shall be inserted in the record book of the Corporation immediately following the minutes of this meeting.

RESOLVED FURTHER, that either the President or the Secretary of the Corporation is hereby authorized on behalf of the Corporation to execute any certificate of the Corporation's adoption of such resolutions in the usual form as required by said financial institution.

The chairman then presented to the Board a specimen form of stock certificate for the Corporation. Upon a motion duly made and unanimously approved, it was:

RESOLVED, that the form of stock certificate attached hereto and marked "Specimen" is hereby adopted as the form of stock certificate to represent the shares of Common Stock of the Corporation, and such form of stock certificate shall be inserted in the record book of the Corporation immediately following the minutes of this meeting.

The next item of business to come before the meeting was the selection of the fiscal year of the Corporation. Upon a motion duly made and unanimously approved, it was:

RESOLVED, that the fiscal year of the Corporation shall commence on January 1 of each year and shall end on December 31 of each year, except that the first fiscal year shall begin on the date of incorporation of the Corporation.

The Chairman then stated that the Corporation had received subscriptions to Five Hundred (500) shares of the voting common stock of the Corporation, and to Seven Thousand Five Hundred (7,500) shares of the non-voting common stock of the Corporation. He further stated that the subscribers had tendered to the Corporation payment for the shares. Upon a motion duly made and unanimously approved, it was:

RESOLVED, that the President and Secretary are authorized and directed to issue to the subscribers or their nominees stock of the type and in the amount of their respective subscriptions.

The next item of business to come before the meeting was a full and complete discussion of accepting certain loans to the Corporation from its Shareholders. Upon a motion duly made and unanimously approved, it was

RESOLVED, that the officers of the Corporation are hereby authorized and directed to borrow money, on behalf of the Corporation, from the Shareholders of the Corporation in such reasonable amount and upon the terms described in the Promissory Note attached hereto as Exhibit "A".

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed to execute any and all documents or instruments necessary to effectuate the transaction contemplated herein

The next item of business to come before the meeting was a full and complete discussion of the proposed Agreement for Assignment and Collection of Accounts to be entered into between NBD Bank, N.A. ("Bank") and the Corporation in the form attached hereto as Exhibit "B". Upon motion duly made and unanimously approved, it was

RESOLVED, that the proposed Agreement For Assignment and Collection of Accounts in the form attached hereto is approved in its entirety; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute said Agreement on behalf of the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are directed to take all steps called for or arising under said Agreement, including the collection of accounts and remittance of collected funds to the Bank as well as execution of any assignments necessary to transfer EIB contracts to the Corporation for the purpose of completing work in conjunction with collection of the Accounts.

The next matter to come before the meeting was a full and complete discussion of the Corporation's financing requirements. Upon motion duly made and unanimously approved, it was

RESOLVED, that the officers of the Corporation are authorized and directed to obtain a source to provide a Letter of Credit in the amount of \$150,000 on market terms, which Letter of Credit will serve to secure the

Corporation's position in Architects and Engineers Insurance Company (AEIC) so as to provide Errors and Omissions insurance; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to obtain a source of equipment financing in the amount of \$250,000 on market terms; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to obtain a source to provide vehicle leases on market terms in the amount of \$250,000; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to obtain an operating line of credit for the Corporation on market terms in the amount of \$250,000; and

FURTHER RESOLVED, that George X. Cannon, Treasurer, is hereby authorized to take all steps and execute all documents required to effectuate the financing transactions on the terms described above.


There being no further business to come before the meeting, upon a motion duly made and unanimously approved, the meeting was adjourned.

DIRECTORS


George X. Cannon

8-12-96

Date


Scott R. Brown


8-12-96

Date


Jay A. Brammer

8-12-96

Date


Timothy F. Brammer

8-12-96

Date

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

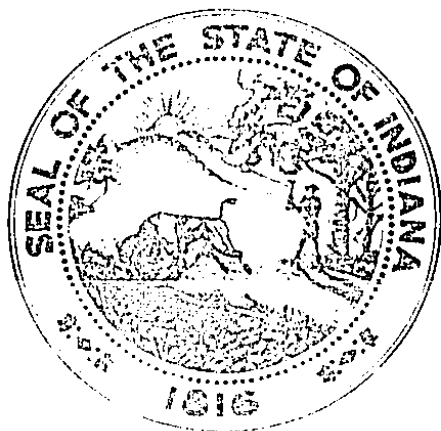
I further certify that records of this office disclose that

GIBRALTAR DESIGN, INC.

filed Articles of Incorporation on July 09, 1996, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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TALLAHASSEE, FLORIDA



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Tenth day of October, 1996.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy