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ROBERT J. JONES, P.A.
ATTORNEY AND COUNSELOR AT LAW
FILED

ALSO ADMITTED IN TENNESSEE
CERTIFIED CIVIL CIRCUIT MEDIATOR
REGISTERED PROFESSIONAL ENGINEER
AMERICAN ARBITRATION ASSOCIATION
MEMBER, PANEL OF NEUTRALS

00 JAN -6 PM 3: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6500 CENTRAL AVENUE
ST. PETERSBURG, FL 33707
TELEPHONE (727) 344-6555
FAX (727) 345-1368

January 4, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. Box 6327
TALLAHASSEE, FL 32314

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*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION FOR:
VERTICAL WELD, INC.

Dear Madam or Sir:

Enclosed is the original and one copy of the Articles of Incorporation for VERTICAL WELD, INC.

Also enclosed is our check payable to the Secretary of State for \$78.75 for the filing fee.

Please return your stamped acceptance of these Articles and Assignment of Charter number in the enclosed, self-addressed, stamped envelope.

If you should have any questions, please feel free to contact my office at (727) 344-6555.

Sincerely,

Robert J. Jones
Robert J. Jones *RJ*

RJJ/mb

Enc.

PH 1/12/2000✓

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ARTICLES OF INCORPORATION
OF
VERTICAL WELD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is VERTICAL WELD, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 11181 - 43RD STREET, NORTH, UNIT #B, CLEARWATER, FLORIDA 33762.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 COMMON SHARES of a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are
ROBERT J. JONES, ESQUIRE
6500 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is:

TRACY MILANESE
11181 - 43RD STREET, NORTH, UNIT #B
CLEARWATER, FLORIDA 33762

ARTICLE VI. GENERAL PROVISIONS.

The corporation shall have the power to carry on all businesses permitted under the laws of this State.

The duration of this corporation's existence is perpetual.

ARTICLE VII PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) constituting the

initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

TRACY MILANESE : 11181 - 43RD STREET, NORTH, UNIT #B
CLEARWATER, FLORIDA 33762;

MARK MILANESE : 11181 - 43RD STREET, NORTH, UNIT #B
CLEARWATER, FLORIDA 33762.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these articles of incorporation on JANUARY 3RD, 2000.

1.s. Tracy Milanes
TRACY MILANESE,
Incorporator

In the presence of:

Tiffany A. Deeks of St. Petersburg, Florida
First Witness

Dennis S. Place of Largo, Florida
Second Witness

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared TRACY MILANESE, personally known to me or identified by Florida Drivers License No. M452-817-70-871-0 to be the person described in, and who executed the foregoing instrument AS THE INCORPORATOR, and (s)he acknowledged and did take oath before me that (s)he executed the same.

WITNESS my hand and official seal in the County and State

aforesaid this 3rd day of January, 2000.

Maureen B. Baeten

NOTARY PUBLIC

My commission expires : 12-14-2001



ACCEPTANCE BY THE REGISTERED AGENT

I, ROBERT J. JONES, 6500 Central Avenue, St. Petersburg, Florida 33707, do hereby accept appointment as Registered Agent of VERTICAL WELD, INC., together with the duties and responsibilities attaching to such appointment.

Robert J. Jones
ROBERT J. JONES

STATE OF FLORIDA
COUNTY OF PINELLAS

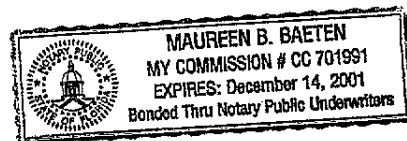
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid state and county to take oaths and acknowledgements, personally appeared ROBERT J. JONES, to me personally known to be the person described in, and who executed the foregoing instrument, and he acknowledged and did take oath before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state aforesaid this 3rd day of January, 2000.

Maureen B. Baeten

NOTARY PUBLIC

My commission expires: 12-14-2001



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