

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Charlotte Engineering
Sports Group, III, Inc

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*****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 FEB -91 AM 9:13
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-9-00
7

Signature _____

Requested by: LS 2/9/00 9:28
Name Date Time

Walk-In _____ Will Pick Up _____

AFFIDAVIT

I, James C. Widman, hereby certify under oath that I am the sole shareholder, director and officer of Charlotte Engineering Sports Group, Inc. located at 1700 El Jobean Road, Port Charlotte, Florida 33948. I hereby certify under oath that I have given my permission to Kenneth W. Doherty to use the name of Charlotte Engineering Sports Group III, Inc. to form a new corporation located at 1700 El Jobean Road, Port Charlotte, Florida 33948

Whereupon I have caused my signature to be affixed to this affidavit under oath.

James C. Widman
Signature

January 28, 2000
Date of Signature

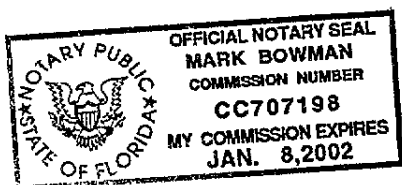
George D. Heising
Witness

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF Florida, SS.
COUNTY OF Charlotte

On this 28th, day of January, 20 00 before me, a Notary Public in and for the State of Florida, personally appeared James C. Widman to me known to be the person who signed the foregoing form of affidavit, and who swears (or affirms) that all the statements herein made are true to the best of his knowledge and belief.

Subscribed and sworn to before me this 28th day of January, 20 00



Mark Bowman
Notary Public MARK BOWMAN

1/8/02
My commission expires

**ARTICLES OF INCORPORATION
OF
CHARLOTTE ENGINEERING SPORTS GROUP III, INC.**

FILED
00 FEB -9 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
Name

The name of the Corporation is **Charlotte Engineering Sports Group III, Inc.**

Address

The principal mailing address of the Corporation is 1700 El Jobean Road, Port Charlotte, Florida 33948.

ARTICLE III
Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation are filed, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV
Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(d) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(e) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(f) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(g) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(h) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(i) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(j) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(k) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(l) make donations for the public welfare or for charitable, scientific or educational purposes;

(m) transact any lawful business that the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(n) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other

incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(o) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(p) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

The Corporation is authorized to issue 10,000 shares of one dollar par value common stock, which shall be designated Common Stock.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A., 1505 North Florida Ave., Tampa, Florida 33602, and the name of its initial registered agent at such address is Temple H. Drummond.

ARTICLE VIII
Director

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name and address of the initial director of the Corporation, who shall serve until his successor is duly elected and qualified, is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Kenneth W. Doherty	1700 El Jobean Road Port Charlotte, Florida 33948

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Temple H. Drummond	1505 North Florida Ave. Tampa, Florida 33602

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X
Indemnification

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


ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 8, 2000.


TEMPLE H. DRUMMOND
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o Kass, Shuler, Solomon, Spector, Foyle & Singer, P.A., 1505 North Florida Ave., Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Temple H. Drummond

TEMPLE H. DRUMMOND

Dated: February 8, 2000

FILED
00 FEB -9 AM 10: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA