

P00000045987



ACCOUNT NO. : 072100000032

REFERENCE : 690000 7213046

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 4: 55

ORDER DATE : May 8, 2000

ORDER TIME : 4:23 PM

ORDER NO. : 690000-005

600003243716--6

CUSTOMER NO: 7213046

CUSTOMER: Mr. Scott Mason Baughan
JOHNSON & BAUGHAN, P.A.
JOHNSON & BAUGHAN, P.A.
1290 Federal Highway

Rockledge, FL 32955

DOMESTIC FILING

NAME: QUALITY DAIWOO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

g 5/9/00

RECEIVED
00 MAY -8 PM 4: 48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUALITY DAIWOO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -8 PM 4:55

ARTICLE I - NAME

The name of this corporation is QUALITY DAIWOO, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,250 shares of \$100.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1290 Federal Highway, Rockledge, Florida, 32955, and the name of the initial registered agent of this corporation at that address is SCOTT MASON BAUGHAN.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Fred Gay, President	1390 Walton Heath Court Rockledge, FL 32955

Edward O'Donnell, Vice President	3550 Travis Place Titusville, FL 32780
Joyce Marr, Secretary/Treasurer	100 Riverside Drive Cocoa, FL 32922
George Vincent, Director	455 Willow Tree Drive Melbourne, FL 32940
Bill Reichert, Director	1416 Gleneagles Way Rockledge, FL 32955
Brian Rovillo, Director	2507 Island Crossing Way Merritt Island, FL 32953
John Pratt, Director	960 Kings Post Road Rockledge, FL 32955

ARTICLE IX - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Fred Gay	1390 Walton Heath Court Rockledge, FL 32955

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

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

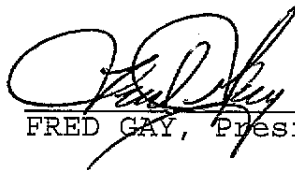
ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be: 1825 West Highway 520, Cocoa, Florida 32926

WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of April, 2000.



FRED GAY, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -8 PM 4:55

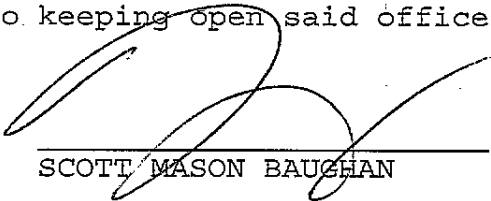
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST that QUALITY DAIWOO, INC., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated by the Articles of Incorporation in the City of Cocoa,
County of Brevard, State of Florida, has named SCOTT MASON BAUGHAN,
located at 1290 Federal Highway, Rockledge, Florida, 32955 as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-
stated corporation at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



SCOTT MASON BAUGHAN