

LAW OFFICES
FROST & SAUNDERS
PROFESSIONAL ASSOCIATION



395 South Central Avenue
Bartow, Florida 33830

ROBERT J. ARANDA
WILLIAM B. BRACKEN, JR.
RICHARD "RICK" DANTZLER
JOHN W. FROST II*†
THOMAS C. SAUNDERS*†
MARK A. SESSUMS††
JOHN MARC TAMAYO
PETER W. VAN DEN BOOM
NICHOLAS D. ZORN, JR.

Post Office Box 2188
Bartow, Florida 33831-2188

Telephone: 863-533-0314
Telecopier: 863-533-8985
Toll Free: 800-533-0967

* Board Certified Civil Trial Lawyer
† Board Certified Business Litigation Lawyer
†† Board Certified Marital and Family Lawyer

June 15, 2000

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

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: **Buccaneer Process Equipment, Inc.**
Our File No. 4985-2

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for Buccaneer Process Equipment, Inc. I am enclosing my check in the amount of \$78.75 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

If additional monies are required or if you should have any questions or concerns, please don't hesitate to give me a call collect at the above-referenced phone number.

Sincerely,

FROST & SAUNDERS, P.A.

Mark A Sessums

FILED
00 JUN 19 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAS/kdmg
Enclosures
cc: Mr. Robert Hudson

T. SMITH JUN 23 2000

ARTICLES OF INCORPORATION
OF
BUCCANEER PROCESS EQUIPMENT, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is BUCCANEER PROCESS EQUIPMENT, INC.

ARTICLE II

The street address of the principal office of the Corporation is 3524 Craftsman Boulevard, Lakeland, Florida 33803.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 10,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 395 South Central Avenue, Bartow, Florida 33830. The initial registered agent for the Corporation at that address is Frost & Saunders, P.A.

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00 JUN 19 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The initial board of directors shall consist of three (3) members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Robert Hudson President	3524 Craftsman Boulevard Lakeland, FL 33803
George Richard Hudson Treasurer/Secretary	3524 Craftsman Boulevard Lakeland, FL 33803
Rosemary Phillips Hudson Vice President	3524 Craftsman Boulevard Lakeland, FL 33803

ARTICLE VI


The name and street address of the person signing these articles of incorporation:

<u>Name</u>	<u>Address</u>
Robert Hudson	3524 Craftsman Boulevard Lakeland, FL 33803

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12 day of June, 2000.

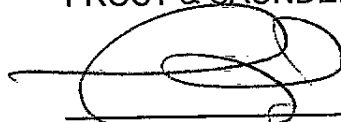


Robert Hudson

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BUCCANEER
PROCESS EQUIPMENT, INC. at the place designated in the articles of incorporation, the
undersigned is familiar with and accepts the obligations of that position pursuant to F.S.
607.0501(3).

FROST & SAUNDERS, P.A.



Mark A. Sessums
Florida Bar No. 818534
Post Office Box 2188
Bartow, FL 33831-2188
(863) 533-0314
Fax: (863) 533-8985

Date: 6/14/00

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TALLAHASSEE, FLORIDA