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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 768737 7170239

AUTHORIZATION : ~~768737~~

COST LIMIT : \$ 70.00

ORDER DATE : July 19, 2000

ORDER TIME : 10:35 AM

ORDER NO. : 768737-005

100003328031--3

CUSTOMER NO: 7170239

CUSTOMER: Linda Topping, Paralegal
Richard H. Langley
700 Almond Street
Clermont, FL 34712

DOMESTIC FILING

NAME: ROME MANUFACTURING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 PM 2:40

RECEIVED
00 JUL 19 PM 12:14
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7/14/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 19 PM 2:40

ARTICLES OF INCORPORATION

of

ROME MANUFACTURING, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I.

Name

The name and address of this corporation shall be: ROME MANUFACTURING, INC., 392 West Osceola Street, Clermont, FL 34711.

ARTICLE II.

Effective Date

The date that corporate existence shall begin shall be July 14, 2000. This election is pursuant to Florida Statute 607.0203.

ARTICLE III.

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV.

Term of Existence

This corporation shall exist perpetually.

ARTICLE V.

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

John M. Villante

William J. Villante

ADDRESS

392 West Osceola Street
Clermont, FL 34711

392 West Osceola Street
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
John M. Villante	392 West Osceola Street Clermont, FL 34711
William J. Villante	392 West Osceola Street Clermont, FL 34711

ARTICLE VI.
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 392 West Osceola Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is John M. Villante at the above office address.

ARTICLE VII.
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE VIII.
Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of voting stock, each with a par value of \$1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of 10¢ per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IX.
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE X.
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

(a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE XI.
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

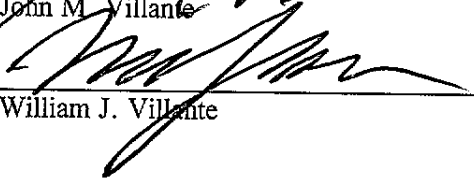
D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII.
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 18 day of July, 2000.


John M. Villante


William J. Villante

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 19 PM 2:40

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for ROME MANUFACTURING, INC., as stated in these Articles of Incorporation.

Dated: July 18th, 2000.


John M. Villante