

TRANSMITTAL LETTER

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

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-02/01/01--01012--003
*****70.00 *****70.00

SUBJECT: M & S SEALCOATING, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GARY MYERS
Name (Printed or typed)
320 RUTGERS STREET
Address
LEHIGH ACRES, FL 33936
City, State & Zip
(941) 368-6886
Daytime Telephone number

FILED
01 JAN 31 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

Day
2/1/01
3v

ARTICLES OF INCORPORATION OF
M & S SEALCOATING, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The Name of this Corporation shall be M & S SEALCOATING, INC.

ARTICLE II COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV CAPITAL STOCK

This Corporation shall have the authority to issue 200 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen (15) days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File at This Corporation's Principal Office"

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be TWO (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Gary Myers	Peter Schantz
320 Rutgers Street	339 Fleetwood Avenue
Lehigh Acres, Florida, 33936	Lehigh Acres, Florida, 33936

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office shall be

320 Rutgers Street
Lehigh Acres, Florida, 33936

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Gary Myers

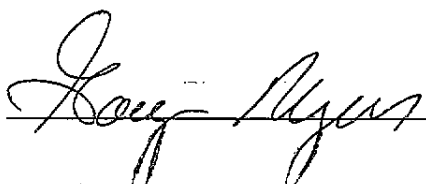
ARTICLE X INCORPORATOR

The name and address of the individual who will serve as this corporation's incorporator is

Gary Myers
320 Rutgers Street
Lehigh Acres, Florida, 33936

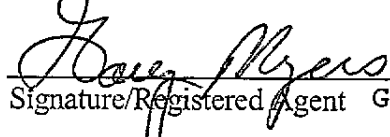
ARTICLE XI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Gary Myers, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent GARY MYERS

01/30/01
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA