

PD1000022042

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February 23, 2001

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

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

Re: Kirscher Industries, Inc.

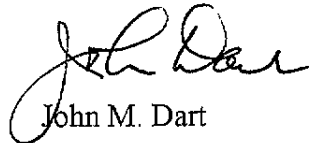
Dear Sir or Madam:

Enclosed for filing are the proposed Articles of Incorporation for Kirscher Industries, Inc., a Florida corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fee of \$70.00 and the certified copy fee of \$8.75.

Please file the original Articles and forward a certified copy to me at Post Office Box 49017, Sarasota, Florida 34230.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/jlb
Enclosures

John Dart's Office GAVE
AUTHORIZATION BY PHONE TO
CORRECT art #
DATE 3-1-01
DO. EXA. BR

SAR:81899:1

FORT LAUDERDALE ■ MIAMI ■ NAPLES ■ PORT ST. LUCIE ■ SARASOTA ■ ST. PETERSBURG ■ TALLAHASSEE ■ TAMPA ■ WEST PALM BEACH

ARTICLES OF INCORPORATION
OF
KIRSCHER INDUSTRIES, INC.

FILED
01 FEB 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Kirscher Industries, Inc.

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$ 50.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

210 Avenida Madera
Siesta Village, Florida 34242

and the name of the initial registered agent of this corporation is:

ROBERT A. KIRSCHER

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

5295 Box Turtle Circle
Sarasota, Florida 34232

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Robert A. Kirscher
5295 Box Turtle Circle
Sarasota, Florida 34232

Pamela Lieurance
5295 Box Turtle Circle
Sarasota, Florida 34232

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

Robert A. Kirscher
5295 Box Turtle Circle
Sarasota, Florida 34232

Pamela Lieurance
5295 Box Turtle Circle
Sarasota, Florida 34232

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

ARTICLE X

The 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15 day of February, 2001.


ROBERT A. KIRSCHER, Incorporator


PAMELA LIEURANCE, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

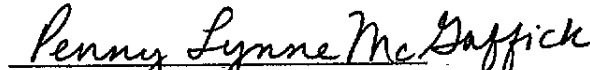
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT A. KIRSCHER and PAMELA LIEURANCE, who either produced their Florida Driver's Licenses as the required form of identification, or are personally known to me, and both are known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and

County aforesaid, this 15 day of February, 2001.



Penny Lynne McGaffick
MY COMMISSION # CC623407 EXPIRES
February 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, State of Florida at Large

My Commission expires: February 19, 2001

ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT

FILED
01 FEB 27 PM 2:21
NOTARY PUBLIC, STATE
OF FLORIDA

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


ROBERT A. KIRSCHER, Registered Agent

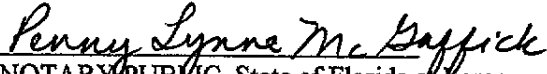
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT A. KIRSCHER, who either produced his Florida Driver's License as the required form of identification, or is personally known to me, and is known by me to be the person who executed the foregoing Acknowledgment and Consent of Registered Agent, and acknowledged before me that he executed same.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 15 day of February, 2001.



Penny Lynne McGaffick
MY COMMISSION # CG623407 EXPIRES
February 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, State of Florida at Large

My Commission expires: February 19, 2001