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DIANE BACCUS HORSLEY, P.A.



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February 26, 2001

Secretary of State of Florida  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

Re: *Articles of Incorporation*  
*R & R Sheetmetal, Inc.*

200003828882--3  
-03/09/01--01084--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation for the above-captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Thank you for your assistance in this matter.

Very truly yours,

*Diane Baccus Horsley*  
Diane Baccus Horsley

DBH: Enclosures

FILED  
01 MAR -9 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER MAR 9 2001

\* Supreme Court Certified Mediator (Circuit Civil • Family • County Court) • Arbitrator

ARTICLES OF INCORPORATION  
OF  
R & R SHEETMETAL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers of these Articles of Incorporation, natural persons, competent to contract, form a corporation under the laws of the State of Florida, and further agree to the following conditions of said corporation.

*ARTICLE I - CORPORATE NAME*

The name of the corporation shall be: R & R Sheetmetal, Inc.

*ARTICLE II - ADDRESS*

The address of the principal office of the corporation shall be 996 Creel Street Melbourne, Florida 32935.

*ARTICLE III - CORPORATE PURPOSE*

The purpose and specific nature of the business of the corporation shall be the manufacturing and shaping of sheet metal materials. The Company may engage in any lawful activity under the laws of the United States or State of Florida and for the purpose of and the transaction of any or all lawful business.

*ARTICLE IV - STOCK*

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the Board of Directors of this corporation. The minimum capital with which this corporation shall begin business is One Hundred Dollars (\$100.00).

*ARTICLE V - ELECTION OF DIRECTORS*

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 holder of the outstanding common shares.

#### *ARTICLE VI – EXISTANCE*

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of One (1) or more members,

#### *ARTICLE VII- REGISTERED AGENT--REGISTERED ADDRESS*

The street address of the initial principal office of this corporation is, 996 Creel Street, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation is Russell B. Reese.

#### *ARTICLE VIII - INITIAL BOARD OF DIRECTORS*

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the by-laws. The name and address of the initial Director of this corporation is Russell B. Reese, 996 Creel Street, Melbourne, Florida 32935.

#### *ARTICLE XI - INCORPORATORS*

The name and address of the person signing these Articles of Incorporation is Russell B. Reese, 996 Creel Street, Melbourne, Florida 32935.

#### *ARTICLE X - CORPORATE OFFICERS*

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer and such others as may be provided for by the By-laws.

The names of the persons who are to initially serve as such officers of the corporation are: Chris Massimo as President, Ronnie Caldwell, Vice President, Jason Millar, Secretary and Treasurer.

The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the by-laws.

#### *ARTICLE XI – POWERS*

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation.

#### *ARTICLE XII – NON-LIABILITY of STOCKHOLDERS*

The private property of the stockholders shall not be subject to the payment of corporate debts.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XII - AMENDMENT OF ARTICLES

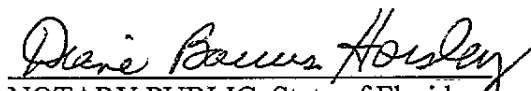
These Articles of Incorporation of R & R Sheetmetal, Inc. may be amended by the Board of Directors in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

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

  
RUSSELL B. REESE, Incorporator

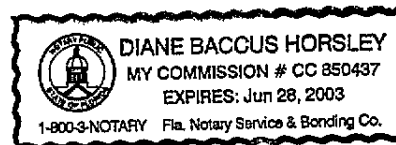
STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 26 day of February, 2001, by RUSSELL B. REESE, who is ~~personally known to me~~ or who produced \_\_\_\_\_ as identification and who did take an oath.

  
NOTARY PUBLIC, State of Florida

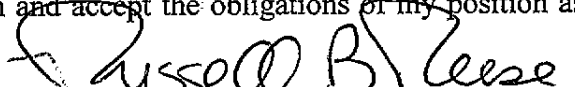
DIANE BACCUS HORSLEY  
Printed name of Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
RUSSELL B. REESE