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**The Stanley Wines Law Firm P.A.**

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BARRY W. BENNETT  
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J. MASON WINES  
FRANK STANLEY  
*Retired*

April 18, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500004025525-6  
04/20/01-01075-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: **S & S Sheet Metal Fabrication, Inc.**  
Our File No. CL-13988

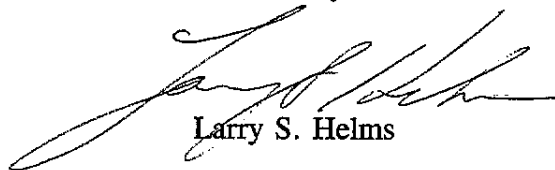
Gentlemen:

Enclosed for filing please find Articles of Incorporation for **S & S Sheet Metal Fabrication, Inc.** together with our check in the amount of \$78.75 for filing fee and a certified copy to be returned to me.

Thank you for your assistance.

Very truly yours,

The Stanley Wines Law Firm, P.A.



Larry S. Helms

LSH/vhj  
enclosures

cc: Mr. William E. Strickland

FILED  
01 APR 20 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch

APR 23 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**S & S SHEET METAL FABRICATION, INC.**

FILED  
01 APR 20 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **S & S SHEET METAL FABRICATION, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office of this corporation is 301 Commerce Court, Unit D & H, Westside Commercial Center, Winter Haven, Florida, and the corporate mailing address is at P O Box, 2008, Auburndale, Florida 33823-5008.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

## **ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this corporation is 301 Commerce Ct., Unit D&H, Westside Commercial Center, Winter Haven, Florida, and the name of the initial registered agent at that address is SANDRA K. STRICKLAND.

## **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

WILLIAM E. STRICKLAND  
901 KRISTINA COURT  
AUBURNDALE, FL 33823

DENNIS K. BREWER  
780 EAST LAKE AVENUE  
EAGLE LAKE, FL 33833

SANDRA K. STRICKLAND  
901 KRISTINA COURT  
AUBURNDALE, FL 33823

LISA BREWER  
780 EAST LAKE AVENUE  
EAGLE LAKE, FL 33833

## **ARTICLE VIII - INCORPORATOR**

WILLIAM E. STRICKLAND is the person signing these Articles of Incorporation.

## **ARTICLE IX - BY-LAWS**

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE X - NON-RESTRICTION OF CONTRACT**

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who

may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

#### **ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b><u>Shareholder</u></b>	<b><u>Number of Shares</u></b>
<b>WILLIAM E. STRICKLAND</b>	500 shares
<b>DENNIS K. BREWER</b>	500 shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### **ARTICLE XII - AMENDMENT**

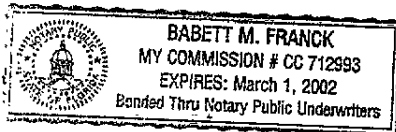
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

  
**WILLIAM E. STRICKLAND**

STATE OF FLORIDA  
COUNTY OF POLK

I **HEREBY CERTIFY** that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **WILLIAM E. STRICKLAND**, who is personally known to me or who has produced \_\_\_\_\_ as identification, known to me to be the incorporator of **S & S SHEET METAL FABRICATION, INC.** and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 13<sup>th</sup> day of April, 2001.



*Babett M. Franck*

Notary Public - State of Florida  
My Commission Expires: 03/01/02  
My Commission No. CC712993