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Kenneth R. Johnson 1427 Spring Loop Way Winter Garden FL 34787 Tel.: (407) 948-4145 FILED

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SECKE, AR THE STATE TALLAHASSEE, FLORIDA

February 12, 2002

Department of State Division of Corporations P.O. Box 6327 Tallahassee FL 32314 200004947482--6 -02/18/02--01040--010 \*\*\*\*\*78 75 \*\*\*\*\*78.75

RE: Filing for a Profit Corporation

Dear Sir or Madam,

Enclosed you will find an *original* and a *copy* of the Articles of Incorporation for WEST ORANGE ALUMINUM, INC., along with a check for the amount of \$78.75, composed of the following:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy of Articles	\$ 8.75

Thank you for processing this submission as soon as feasible.

Sincerely,

Kenneth R. Johnson

CB2-20

## Articles of Incorporation of West Orange Aluminum, Inc.

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SECRETARIAN STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act pursuant to the provisions of section 607.0202, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

## ARTICLE I

Name:

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The name of the Corporation is West Orange Aluminum, Inc. .

#### ARTICLE II

## Principal Office and Registered Agent:

Its registered office in the State of Florida is:

1427 Spring Loop Way, in the City of Winter Garden (34787), County of Orange. The name of its registered agent at such address is:

Kenneth R. Johnson.

### ARTICLE III

### Purposes:

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

### ARTICLE IV

## Capital Stock:

The total number of shares of capital stock that the Corporation shall have authority to issue is Five Hundred (500) shares, all of which are to be common stock at One Dollar (\$1.00) par value.

#### ARTICLE V

## Incorporator:

The name and mailing address of the incorporator is: Kenneth R. Johnson, 1427 Spring Loop Way, Winter Garden, FL 34787.

## **ARTICLE VI**

### Existence:

The Corporation is to have perpetual existence.

### ARTICLE VII

## Liability of Stockholders:

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

### ARTICLE VIII

## Initial Board of Directors, Officers and Management:

The number of individuals constituting the initial Board of Directors is one (1), whose name and address is as as follows:

#### **DIRECTORS:**

Kenneth R. Johnson 1427 Spring Loop Way Winter Garden, FL 34787

## **OFFICERS** of said corporation:

PRESIDENT: Kenneth R. Johnson VICE-PRESIDENT: Kenneth R. Johnson TREASURER: Kenneth R. Johnson SECRETARY: Kenneth R. Johnson

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the MANAGEMENT of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this the day of through , 2002

Length L. Ghreen Kenneth R. Johnson

State of FLORIDA )
SS
County of ORANGE )

BE IT REMEMBERED that on this // day of // day

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Moska Moetry
Notary Public

Incorporator

My commission expires:

6/11/2002

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of sections 607.0501 and 607.0504, respectively, Florida Statutes, the following is submitted:

That WEST ORANGE ALUMINUM, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:

1427 Spring Loop Way, Winter Garden, Florida 34787.

has named Kenneth R. Johnson of 1427 Spring Loop Way, Winter Garden, Florida 34787, as its agent to accept service of process within Florida.

Title: President/Incorporator

Dated: 2-14-2002

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Kenneth R. Johnson
Dated: 2-14-2002

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Kenneth R. Johnson, to me known, who after being duly cautioned upon his oath deposes and states that he has executed the foregoing instrument for the purposes contained herein.

SUBSCRIBED AND SWORN to before me this 4 day of February, 2002

MARSHA MOOTY MY COMMISSION # CC 750575 EXPIRES: 06/11/2002 1-800-3-NOTARY Fla. Notary Services & Bonding Co