

RECEIVED DATE
7-16-02

Page 1 of 2

FILED

02 JUL 22 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P020000079324

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000169630 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

FLORIDA PROFIT CORPORATION OR P.A.

FREEDOM STEEL BUILDING CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

JB 7/22 ✓

EXPIRATION DATE
7-16-03

P.2

Fax Audit Number: H02000169630 9

FILED

02 JUL 22 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

FREEDOM STEEL BUILDING CORPORATION

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be **FREEDOM STEEL BUILDING CORPORATION**, 7177 Hypoluxo Farm Road, Lake Worth, Florida 33463 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty-five Thousand (25,000), consisting of Ten Thousand (10,000) shares of Voting Common Stock with a par value of \$.01 per share (the "Voting Common Stock"), Ten Thousand (10,000) shares of Non-Voting Common Stock with a par value of \$.01 per share (the "Non-Voting Common Stock") (Voting Common Stock and Non-Voting Common Stock being hereinafter referred to collectively as "Common Stock"), and Five Thousand (5,000) shares of Preferred Stock with a par value of \$.01 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. Common Stock. Except as otherwise provided herein, all of the shares of Voting Common Stock and Non-Voting Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

1. Voting. The holders of the Voting Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as otherwise expressly required under the laws of the State of Florida, holders of shares of Non-Voting Common Stock shall have no right to vote on any matter submitted to a vote of the stockholders of the Corporation and the consent of the holders of shares of Non-Voting Common Stock shall not be required for any action.

Fax Audit Number: -H02000169630 9

Fax Audit Number: H02000169630 9

2. Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. Holders of shares of Voting Common Stock and shares of Non-Voting Common Stock shall be entitled to share equally on a share-for-share basis in all dividends payable on Common Stock, when, as, and if declared by the Board of Directors of the Corporation, whether payable in cash, property or securities of the Corporation; provided, however, that if dividends are declared on Common Stock in shares of Common Stock, then dividends shall be declared which are payable at the same rate on each type of Common Stock and the dividends on the shares of Voting Common Stock shall be payable only in shares of Voting Common Stock and the dividends on the shares of Non-Voting Common Stock shall be payable only in shares of Non-Voting Common Stock. If at any time the Corporation determines to make any other distribution to holders of shares of Common Stock or determines to offer to repurchase or otherwise acquire any shares of Common Stock, any such distribution or offer to repurchase or otherwise acquire any shares of Common Stock shall be made on a share-for-share basis or pro rata based on the total number of shares of Common Stock outstanding, as the case may be.

Notwithstanding the foregoing provisions, the Corporation shall not declare a dividend payable on Common Stock and securities convertible into shares of Common Stock unless the securities so distributed to holders of shares of Voting Common Stock are convertible into shares of Voting Common Stock and the securities so distributed to holders of shares of Non-Voting Common Stock are convertible into shares of Non-Voting Common Stock and all other terms and provisions of the securities so distributed are identical in all respects. If at any time the Corporation in any manner subdivides splits or combines the outstanding shares of one type of Common Stock, the outstanding shares of the other type of Common Stock shall be proportionately subdivided, split or combined.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders.

B. Preferred Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating same. Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or

Fax Audit Number: H02000169630 9

Fax Audit Number: H02000169630 9

rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for any shares of the capital stock of the Corporation shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation from time to time.

ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation on July 16, 2002, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V.

The initial registered office of this Corporation is 7177 Hypoluxo Farm Road, Lake Worth, Florida 33463. The initial registered agent at that address is Sean Hackner.

ARTICLE VI.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified, are:

Sean Hackner

7177 Hypoluxo Farm Road
Lake Worth, Florida, 33463

ARTICLE VII.

The name and address of the Incorporator is: Sean Hackner, 7177 Hypoluxo Farm Road, Lake Worth, Florida 33463.

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

Fax Audit Number: H02000169630 9

Fax Audit Number: H02000169630 9

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI.

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16th day of July, 2002.



Sean Hackner, Incorporator

Fax Audit Number: H02000169630 9

Fax Audit Number: H02000169630 9

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
02 JUL 22 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First - That FREEDOM STEEL BUILDING CORPORATION., desiring to organize under the laws of the State of Florida, has designated 7177 Hypoluxo Farm Road, Lake Worth, Florida 33463 as the place of business for the service of process within this state.

Second - That the above corporation has named Sean Hackner as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 16th day of July, 2002.



Sean Hackner

97824

Fax Audit Number: H02000169630 9