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05/02/03--01115--002 **70.00

EFFECTIVE DATE
2-1-03

FILED
03 MAY -2 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 30, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: *Superior Metal Fabrication and Welding Corporation*

Dear Sir/Madam:

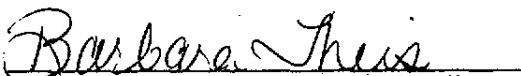
Enclosed is an original and one (1) copy each of the Articles of Incorporation, and Certificate of Designation Registered Agent/Registered Office.

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be May 1, 2003.

Enclosed also is a check in the amount of \$70.00 for the following:

- Filing of the two (2) above mentioned documents \$70.00

Sincerely,



Barbara A. Theis
Director/President
1544 Market Circle
Bldg. 10, Unit 8
Port Charlotte, Florida 33953
Telephone: 941-764-1827

Articles of Incorporation
of
Superior Metal Fabrication and Welding Corporation

FILED
03 MAY -2 AM 10:01
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., May 1, 2003.

ARTICLE I - Name

The name of the Corporation shall be:

Superior Metal Fabrication and Welding Corporation

EFFECTIVE DATE
5-1-03

The address of the principal office of this corporation shall be:

1544 Market Circle
Bldg. 10, Unit 8
Port Charlotte, Florida 33953

and the mailing address of the corporation shall be:

1544 Market Circle
Bldg. 10, Unit 8
Port Charlotte, Florida 33953

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of common stock having \$1.00 par value per share.

ARTICLE IV - Initial Registered Agent and Street Address

The name of the initial registered agent of the corporation is:

Barbara A. Theis

and the street address of the initial registered office of the corporation shall be:

21296 Davison Avenue
Port Charlotte, Florida 33954

ARTICLE V - Term of Existence

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., May 1, 2003.

This corporation is to exist perpetually.

ARTICLE VI - Incorporator(s)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Barbara A. Theis
1544 Market Circle
Bldg. 10, Unit 8
Port Charlotte, Florida 33953

ARTICLE VII - Initial Directors

The initial directors' names and addresses for the corporation:

Director

Barbara A. Theis
21296 Davison Avenue
Port Charlotte, Florida 33954

President/Secretary/Treasurer

Barbara A. Theis
21296 Davison Avenue
Port Charlotte, Florida 33954

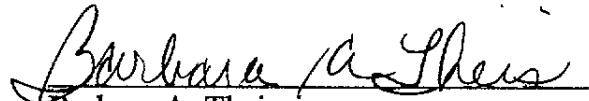
Vice President
Edward A. Theis
21296 Davison Avenue
Port Charlotte, Florida 33954

ARTICLE VIII - Purpose of the Corporation

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IX - Management and Regulations

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of April, 2003.


Barbara A. Theis

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

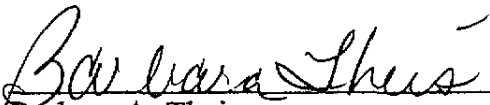
Superior Metal Fabrication and Welding Corporation

2. The name, address and phone number of the registered agent and office is:

Barbara A. Theis
21296 Davison Avenue
Port Charlotte, Florida 33954

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.

Date: April 30, 2003



Barbara A. Theis
21296 Davison Avenue
Port Charlotte, Florida 33954
941-764-1827

FILED
03 MAY -2 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

BY UNANIMOUS CONSENT

The undersigned, being all of the Directors of *Superior Metal Fabrication and Welding Corporation*, a Florida Corporation (the "Corporation"), does hereby consent to the adoption of the following resolutions pursuant to the applicable laws of the State of Florida:

RESOLVED, that the Board of Directors of the Corporation hereby ratifies, approves and confirms all acts taken by the sole incorporator in incorporating the Corporation, including without limitation, the preparation, execution and filing with the Florida Secretary of State of the Corporation's Articles of Incorporation in the form inserted in the minute book of the Corporation; and be it further

RESOLVED, that pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be May 1, 2003.

RESOLVED, that the Bylaws in the form inserted in the minutes book following the Articles of Incorporation regulation of the business and affairs of the corporation; and be it further

RESOLVED, that the seal for the Corporation be in a circular press containing the name of the corporation, the year of incorporation and the words "Corporate Seal, Florida 2003" and that an impression be made on the margin of this page in the minute book of the Corporation for the purpose of identification; and be it further

RESOLVED, the following persons be elected to the offices of the Corporation set forth opposite the names below to serve in such capacities until such time as successors shall have been duly elected and shall have qualified:

| | |
|------------------------|--|
| Barbara A. Theis | Director/President/Secretary/Treasurer |
| Edward A. Theis | Vice President |

and be it further

RESOLVED, that the form of the stock certificate, a specimen copy of which follows this Consent, is hereby approved as the stock certificate to evidence stock, and be it further


RESOLVED, that the Board of Directors of this corporation hereby accepts the offer of Barbara A. Theis to purchase 1,000 (One Thousand) shares of the Common Stock of the Corporation for a cash purchase price of \$1.00 (One Dollar) per share, and upon receipts by the Corporation of the full consideration payable by such subscriber for his shares of Common stock of the Corporation, the proper officers of the

Corporation are authorized, empowered and directed to execute, issue and deliver to such subscriber a certificate for the appropriate number of shares of the Corporation's Common Stock, which stock, when so issued, shall be deemed fully paid and nonassessable; and be it further

RESOLVED, that the bank designated as depository for the funds of the Corporation, shall be determined by the Board of Directors, and the resolutions contained in the certificate annexed to this Consent authorizing the opening of such corporate account and designating the signatories thereto and hereby authorized and approved in all respects, and in connection therewith, the Secretary and such other officer of the Corporation as maybe required are hereby authorized, empowered and directed to execute and deliver to said bank a copy of such certificate in substantially the form prescribed by said bank, with such changes therein as the officers executing such document shall approve; and be it further

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any province of Canada or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary applications for authority, certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency, province or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificate, reports, revocation of appointment, surrender of authority of the Corporation to do business in any such state, territory, dependency, province or country.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date of April 30, 2003.


Barbara A. Theis, Director/President/Secretary/Treasurer
1544 Market Circle
Bldg 10, Unit 8
Port Charlotte, Florida 33953
Telephone: 941-764-1827