

P04 0000 34354

EDWARD F PIPER

(Requestor's Name)

1162 FAIRFIELD LN

(Address)

(Address)

SEBASTIAN FLA 32958

(City/State/Zip/Phone #)

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CLASSIC ALUMINUM FABRICATION

(Business Entity Name)

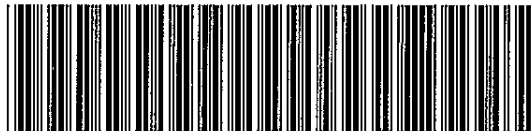
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ARTICLES OF INCORPORATION
OF
CLASSIC ALUMINUM FABRICATIONS, INC.

We, the undersigned, being of full age, do hereby agree to become a corporation for profit under the provisions of Chapter 607 of the Florida Statutes, and do hereby accept all the rights, privileges, benefits, and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof and hereby make, subscribe, certify, acknowledge, and file these Articles of Incorporation as follows:

ARTICLE 1

NAME

The name of the corporation shall be Classic Aluminum Fabrications, Inc. a Florida Corporation.

ARTICLE 2

NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned.

1. To manufacture, produce, purchase of otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the general corporation law of the State of Florida.

2. To acquire by lease, purchase, gifts, devise, contract, concession of otherwise, and to hold, own develop, explore, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey of otherwise dispose of, wherever situated, within or without the State of Florida. any and all real estate, land options, concessions, grants, lands, patents, franchise, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

3. To manufacture, purchase of otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber of dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

4. To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government, or colony, or dependency thereof.

5. To acquire and to make payment therefore in cash or in stock of bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible, or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchases, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers

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necessary or convenient for the conduct and the mangement thereof.

6. To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, assure, own, hold, use, operate, contract or negotiate for, take licenses for other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, wil, assign, collect the royalties on, mortgage, pledge, create liens upon, of otherwise dispose of, deal in, and turn to account, letter patent, patents, patents rights, patents applied for or to be applied for, trademarks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, licenses, processes, date, and formula of any and all kinds granted by, or recognized under or pursuant to the laws ofthe United States of America, or any other country or countries whatsoever, and with aview to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which to corporation may think calculated, directly or indirectly, to effectuate these objects.

7. To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, within the State of Florida, in other states, the District of Columbia, the territories, colonies, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons rightfully might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of the Article 2 of this Certificate of Incorporation shall, except where otherwise specified, be no ways limited or restricted by reference to or inference from the terms of any other paragraph or by any other article in the Certificate of Incorporation, but that the objects, purposes, or pargraphs of the Certificate shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The numeration of objects or purposes herein shl not be deemed to exclude or in any way limit by inference any powers, objects of purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or implied by any reasonanle construction of said law.

ARTICLE 3

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of ONE DOLLAR (\$1.00) each.

All stock issued ;by this corporation shall be fully paid and shall be transferrable only on the books of the corporation.

The whole of any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Directors. Property of labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors of shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and holder of such shares shall not be liable for any

further call or assessment of any other payment thereon.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at the price set by the shareholders at their annual meeting, in writing, make to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE 4

TERM

The corporation shall continue perpetually unless sooner dissolved according to law.

ARTICLE 5

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE 6

CAPITAL

The minimum amount of capital with which this corporation shall begin business under the authority of the Certificate of Incorporation shall be the sum of ONE HUNDRED DOLLARS (\$100.00).

ARTICLE 7

INITIAL ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is 1731 Skyline Ln. Sebastian, Florida 32958.

ARTICLE 8

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

NAME	DIRECTOR	ADDRESS
Edward F. Piper		1162 Fairfield Ln. Sebastian, FL 32958
James Richter		1731 Skyline Ln.

Sebastian, Fl.32958

There shall be (2) directors initially, the number may be increased or decreased as by the By-Laws may provide, but in no case less than one.

ARTICLE 9

SUBSCRIBERS AND OFFICERS

The names and addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock subscribed by each is as follows:

Edward F. Piper
1162 Fairfield Ln.
Sebastian, Fl. 32958

James Richter
1731 Skyline Ln.
Sebastian, Fl. 32958

The names and addresses of the corporation officers for the first term are:

NAME	OFFICER	ADDRESS
Edward F. Piper	President/Treasurer Secretary	1162 Fairfield Ln. Sebastian, Fl. 32958
James Richter	Vice President	1731 Skyline Ln. Sebastian, Fl. 32958

ARTICLE 10

OTHER PROVISIONS

1. The Corporation shall be managed and operated by a Board of Directors, the Board shall be appointed by a majority of the stockholders.
2. The Board of Directors shall appoint any officers they deem necessary to carry on the business of the Corporation. A president, and a secretary treasurer shall be appointed by the Board.
3. A majority of the shareholders may dismiss any director or officer at any time without the necessity of showing cause.
4. All stockholders, directors and officers of the Corporation shall be subject to any and all provisions set out in the By-Laws of the Corporation which shall be adopted within fifteen (15) days of the approval of these Articles of Incorporation.

ARTICLE 11

REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That Classic Aluminum Fabrications, Inc. a Florida corporation, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated

Article 7, has named:

Edward F. Piper


as its agent to accept service of process with this State.

The registered office is: 1162 Fairfield Ln.
Sebastian, Fl. 32958

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles
this _____ day of February 2004.



Edward F. Piper



James Richter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA