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STUDY

## J. Poindexter & Associates

7119 39<sup>th</sup> Lane East, Sarasota, FL 34243  
941-359-0266 Fax: 941-359-0320  
Website: [www.jpindexter.com](http://www.jpindexter.com)

June 30, 2004

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee FL 32314

RE: Fusion Coating, Inc.  
Articles of Incorporation

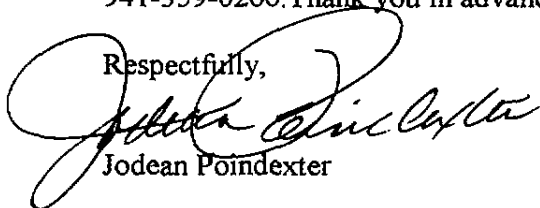
Dear Sir/Ma'am:

Enclosed please find our company check # 1046 in the amount of \$ 78.75  
for the filing fees for the enclosed Articles of Incorporation to the following:

**Fusion Coating, Inc.**

Enclosed also find a prepaid self addressed Priority Envelope for return to our  
office after recording with your department. Should you have any questions please call  
941-359-0266. Thank you in advance for your help in expediting the above in reference.

Respectfully,



Jodean Poindexter

Enclosures (4)

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STATE OF FLORIDA

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**ARTICLE V  
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Mark D Taylor - Pres/D  
808 30<sup>th</sup> Avenue E  
Bradenton, FL 34208

Todd Greene - Vice Pres/Sec/D  
2809 21<sup>st</sup> Avenue W  
Bradenton, FL 34205

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII  
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

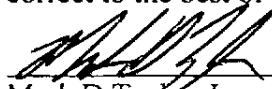
*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have no corporate seal.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
Mark D Taylor, Incorporator  
808 30<sup>th</sup> Avenue E  
Sarasota, FL 34208

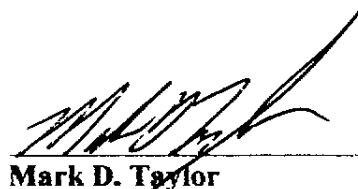
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **Fusion Coating, Inc.**, desiring to organize under the laws of the State of FLORIDA, with its principal office as indicated in the Articles of Incorporation in the City of Sarasota, County of Manatee, State of Florida, has named its Registered Agent, **Mark D. Taylor**, 808 30<sup>th</sup> Avenue E., Bradenton, Florida, 34208 to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**Mark D. Taylor**  
808 30<sup>th</sup> Avenue E  
Bradenton, FL 34208

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