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DELLECKER WILSON & KING

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

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July 9, 2004

Paralegals
Vanessa J. DiSimone
Susan Ochs-Conrad
Paula J. Phillips

Secretary of State Division Corporation P.O. Box 6327 Tallahassee, FL 32314

RE: Assets Repair & Commissioning, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of our Article of Incorporation and an original and one copy of the Certificate Designating Registered Agent and Place of Business for Service of Process regarding the above-referenced matter. Also enclosed is our firm's check in the amount of \$78.75 which represents your filing fee. Please file the articles of Incorporation and return of incorporation and return a certified copy to our office at your earliest convenience.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact me.

Sincerely,

William È

WER:tl Enclosures ARTICLES OF INCORPORATION OF

Assets Repair & Commissioning, Inc.

The undersigned subscriber to these Articles of Incorporation, makes, subscribes and acknowledges the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

Assets Repair & Commissioning, Inc.

ARTICLE II.

The name of the corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation shall be:

- (a) To engage in every phase and aspect of business that a corporation under the laws of the State of Florida, is authorized to render.
- (b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the operation of such corporation.

- (c) To do anything necessary and proper for the accomplishment of furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protections and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary of incidental to the accomplishment or furtherance of such purposes or objects of this corporation.
- (d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statues, as the same may be from time to time amended.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue shall be 100,000 shares of voting common stock of the par value of \$1.00 per share, which shall be designated "Common Stock".

ARTICLE V.

The principal place of business of the corporation shall be: 1300 Pine Prarie Road

Sarasota, FL 34240

The Board of Directors may from time to time designate such

other address and place for the principal office of this corporation shall be:

William E. Ruffier
719 Vassar Street
Orlando, FL 32804

ARTICLE VI.

The initial registered agent of the corporation at the registered address of shall be:

William E. Ruffier 719 Vassar Street Orlando, FL 32804

ARTICLE VII.

The corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII.

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Mary Inez Hancock

ARTICLE IX.

The names of the initial officers of the corporation are as follows:

President: Mary Inez Hancock

Vice-President: Charles Earle Hancock

Treasurer: Charles Earle Hancock

Secretary: Charles Earle Hancock

ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XII

The corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of the directors, officers, employees, and agents, including former directors, officers, employees and agents.

ARTICLE XIII.

The Corporation elects to have preemptive rights, as provided by the Florida Business Corporation Act. Each shareholder of the corporation shall have the right to purchase of subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filled or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant of warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIV.

The directors of this corporation shall have the sole power to establish, enact, alter of repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory of restrictive provisions regarding the sale, transfer, of other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all an singular the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- (b) At its option, to purchase and acquire any of all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of his corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.
- (c) To enter into, for the benefit of its employees, one of more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings, (5) a restricted stock option plan, or (6) other retirement of incentive compensation plan.

ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

1300 Pine Prarie Road Sarasota, FL 34240

IN WITNESS WHEREOF, the subscriber affixed his signature this day of July 2004.

WILLIAM E. RUFFIE

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM E. RUFFIER, who is personally known to me and who executed the foregoing Articles of

Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21^{37} day of JULY 2004.



NOTARY PUBLIC - State of Florida

Commission No.:

My Commission Expires:

CERTIFICATE DESIGNATING REGISTED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROGRESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANE WITH SECTIONS 48.091 AND 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT

Assets Repair & Commissioning, Inc.

Name of Organization)

WITH ITS PLACE OF BUSINESS AT:

1300 Pine Prarie Road Sarasota, FL 34240

HAS NAMED

WILLIAM E. RUFFIER

(Name of Registered Agent)

LOCATED AT

719 Vassar Street Orlando, FL 32804

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

Signature/

William E./Ryffie

TITLE:

Incorporator

DATE:

7/21/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FUTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 48.091 AND 607.325 FLORIDA STATUTES.

SIGNATURE AA

WILLIAM E. RUFFIER

(Registered Agen