

Florida Department of State  
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SECRETARY OF STATE  
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FLORIDA PROFIT CORPORATION OR P.A.

j & w grinding enterprises, inc.

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Estimated Charge	\$78.75



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 27, 2004

EMPIRE

SUBJECT: J & W GRINDING ENTERPRISES, INC.  
REF: W04000035555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

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Tim Burch  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
J & W GRINDING ENTERPRISES, INC.

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ARTICLE I  
CORPORATE NAME

The name of this corporation is J & W GRINDING ENTERPRISES, Inc.

ARTICLE II  
COMMENCEMENT OF THE CORPORATE EXISTENCE

The corporate existence commences on the 20<sup>th</sup> day of September, 2004.

ARTICLE III  
PRINCIPAL OFFICE

EFFECTIVE DATE  
9-20-04

The mailing address of this corporation J & W GRINDING ENTERPRISES, Inc.,  
675 Royal Palm Beach Boulevard, Suite 34, Royal Palm Beach, Florida 33411.

ARTICLE IV  
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have  
outstanding at any one time is one thousand (1,000) at \$1.00 par value.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Joel Lee Rankin, 675  
Royal Palm Beach Boulevard, Suite 34, Royal Palm Beach, Florida 33411.

ARTICLE VI  
MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its  
affairs conducted by a Board of Directors, consisting of not less than one (1) person. The  
number of Directors of the corporation shall be two (2), provided however, that such  
number may be changed by a By-Law duly adopted by the shareholders.

Christian N. Scholin, Esquire  
Mollica & Scholin, P.A.  
Florida Bar No.: 980102  
505 South Flagler Drive, Suite 400  
West Palm Beach, Florida 33401  
Telephone: 561/655-7711  
Facsimile: 561/655-7972

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The Directors named herein as the first Board of Directors shall hold office until the first meeting of shareholders at which time an election of Directors shall be held.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

JOEL LEE RANKIN

130 Coco Plum Circle  
Royal Palm Beach, FL 33411

WILLIAM VON WERNICH

13780 78<sup>th</sup> Place North  
West Palm Beach, FL 33412

B) Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

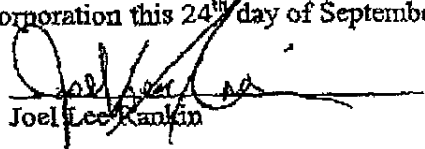
ARTICLE VII  
INCORPORATORS

The names and street address of the Incorporator to these articles of incorporation are Joel Lee Rankin, 675 Royal Palm Beach Boulevard, Suite 34, Royal Palm Beach, Florida 33411.

ARTICLE VIII  
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

The undersigned, for the purpose of forming this corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 24<sup>th</sup> day of September, 2004.

  
Joel Lee Rankin

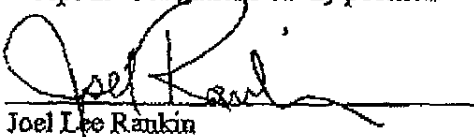
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# REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is J & W GRINDING ENTERPRISES, Inc.
2. The name of the registered agent is Joel Lee Rankin.
3. The address of the registered agent/registered office is Joel Lee Rankin, 675 Royal Palm Beach Boulevard, Suite 34, Royal Palm Beach, Florida 33411.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
Joel Lee Rankin

Date: September 24, 2004.

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