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JUN  
05 JUN -7 AM 8:24

D. Brown JUN - 8 2005

**TRANSMITTAL LETTER**

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

**SUBJECT:** PACKARD ELECTRIC, INC.

Enclosed are an original and one (1) copy of the articles  
of incorporation and a check for:

[x] \$70.00  
Filing Fee

From: Denise Packard  
750 S. Terrace Dr.  
Eagle Lake, FL 33839

Telephone: (863)298-0109

**ARTICLES OF INCORPORATION  
OF**

**PACKARD ELECTRIC, INC.**

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SECRETARY OF STATE  
DIVISION  
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**ARTICLE I. NAME**

The name of this corporation shall be PACKARD ELECTRIC, INC. .

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Incorporator(s). This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 10,000 shares of no par value of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

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On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer  
Restrictions Imposed By This Corporation's Articles of  
Incorporation, A Copy of Which Is on File At This  
Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as an officer are:  
DENISE PACKARD, 750 S. Terrace Dr., Eagle Lake, Florida, 33839; and  
STEVE PACKARD, 750 S. Terrace Dr., Eagle Lake, Florida, 33839.

#### **ARTICLE VIII. INITIAL OFFICERS**

The name and address of the individual who shall serve as an officer are:  
President, DENISE PACKARD, 750 S. Terrace Dr., Eagle Lake, Florida,  
33839, Vice-President, STEVE PACKARD, 750 S. Terrace Dr., Eagle Lake,  
Florida, 33839.

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 750 S. Terrace Dr., Eagle Lake, Florida 33839. The registered agent at that address is DENISE PACKARD.

#### **ARTICLE XI. INCORPORATOR**

The name and address of the individual who shall serve as corporation's incorporator are: DENISE PACKARD, 750 S. terrace Dr., Eagle Lake, Florida, 33839, and STEVE PACKARD, 750 S. Terrace Dr., Eagle Lake, Florida 33839.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Denise Packard  
DENISE PACKARD - Incorporator

Steve Packard  
STEVE PACKARD - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of PACKARD ELECTRIC, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PACKARD ELECTRIC, INC.

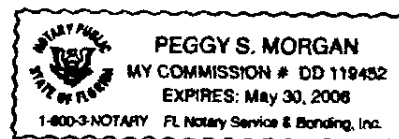
Denise Packard  
DENISE PACKARD - Registered Agent

State Of FLORIDA  
County Of POLK

On, 24th of May 2005 DENISE PACKARD, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of PACKARD ELECTRIC, INC. . .

Peggy S. Morgan  
Notary Public

PEGGY S. MORGAN  
(Notary Public - Printed or Typed Name)



Commission Expiration Date & Commission Number:  
05-30-06      DD 119452

(SEAL)

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