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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: 21st Century Composites, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: William D Ratliff
Name (Printed or typed)

2400 N.W. 150th St
Address

Opn Lockn, FL 33054
City, State & Zip

305-769-3010
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAH

ARTICLES OF INCORPORATION
OF
21st Century Composites, Inc.

05 JUN 10 AM 9:03

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is 21st Century Composites, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the Corporation's principal mailing address is 2400 N.W. 150th Street, Opa Locka, Florida 33054

ARTICLE III - DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to the law.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 100 shares of a Class A Common Stock at one Dollar (\$1.00) par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issues shall be stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of the consideration received for such shares shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - SHAREHOLDERS RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their prorata shares of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, shares of property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of Shareholders.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office at 2400 N.W. 150th Street, Opa-Locka, Florida 33054.

ARTICLE X - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI - INCORPORATION

The name and street of the incorporator signing these Articles of Incorporation is as follows:

William Ratlieff

2400 N.W. 150th Street
Opa Locka, Florida 33054

ARTICLE XII - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more its Directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorized, approves or ratifies such contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof, which authorizes, approves or ratifies such contracts or transactions.

ARTICLE XIII - BY LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV - EMERGENCY BY-LAWS

The Board of Directors of the Corporation may adopt By-Laws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event. Emergency By-Laws are the subject to amendment or repeal by the Shareholders as well as the directors.

ARTICLE XV - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporations and for creating, defining, limiting, and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control Stock in the Corporation as a condition precedent to Holding an office in this Corporation.
2. The Board of Directors may prescribe a method or Methods for replacement of lost certificates, and

prescribe reasonable condition by way of security upon issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, Officers or otherwise.


William Ratlieff

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of § 48.091 (1) and 607.034, Florida Statutes,
the following is submitted in compliance thereof:

That 21st Century Composites, Inc. organized as a
Corporation under the laws of the State of Florida, with its
registered office in Florida being in the county of Dade, at 2400
N.W. 150th Street, Opa Locka, Florida, 33054.

William Ratlieff is located at 2400 N.W. 150th Street, Opa
Locka, Florida 33054 as its initial registered agent to accept
service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated Corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this
capacity and agree to comply with the provisions of said statute
relative to keeping the registered office of the Corporation open
from 10:00 a.m. to noon each day, except Saturdays, Sundays, and
legal holidays, and to post therein a sign designating the name
of the Corporation and the name of its registered agent.

By: 

William Ratlieff

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