

P95000002877

JOHN KOPELOUSOS  
ATTORNEY AT LAW  
1070 KINGSLEY AVENUE  
SUITE 100  
ORANGE PARK, FLORIDA 32070

TELEPHONE:  
(904) 969-1111  
TELECOPIER:  
(904) 969-1111

MAILING ADDRESS:  
POST OFFICE BOX 800  
ZIP 32067-0800

November 29, 1994

300001342863  
12/01/94--01060--0015  
\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation  
Rodgers Enterprises, Inc.

Gentlemen:

Enclosed for recording please find the original and one copy  
of the Articles of Incorporation for Rodgers Enterprises, Inc.

Also enclosed is my check in the amount of \$122.50 to cover  
the costs of incorporation. Please provide me with a certified  
copy of the articles at your earliest convenience.

Thank you for your assistance in this matter.

EFFECTIVE DATE

Very truly yours,

JAN 9 1995

John Kopelousos

JK/ts

Enclosures

1-11-95

502  
671

W94-25759



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 2, 1994

JOHN KOPELOUSOS, ESQ.  
P.O. BOX 562  
ORANGE PARK, FL 32067-0562

SUBJECT: RODGERS ENTERPRISES, INC.  
Ref. Number: W94000025759

We have received your document for RODGERS ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

USA Letter Number: 594A00051661

ROS USA  
Enterprises.

## ARTICLES OF INCORPORATION

OF

ROGERS USA ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the corporation is ROGERS USA ENTERPRISES, INC., located at 794 Foxridge Center Drive, Suite 109, Orange Park, Florida 32065.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Commencement of Corporation Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transfer any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To engage in any lawful activity related to construction, engineering and all related fields.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Stock Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be

**EFFECTIVE DATE**

JAN 9 1995

specified by written agreement among the Shareholders, which agreement may expend this Article and which may also include the Corporation as a party.

Article 7. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to other, that Shareholder's pro rata portion of the following:

- A. 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 unissued shares authorized by the Articles of Incorporation as originally filed 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 or other consideration; or
- B. 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 it attached or pertinent any warrant or warrants for other 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.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 794 Foxridge Center Drive, Suite 109, Orange Park, Florida 32065 and the name of its initial Registered Agent at that address is Billy Russell Rodgers.

Article 9. Incorporators. The name and address of each Incorporator is as follows:

Billy Russell Rodgers  
794 Foxridge Center Drive  
Suite 109  
Orange Park, FL 32065

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles  
of Incorporation on this 9<sup>th</sup> day of December, 1994.  
January 1995

Billy Russell Rodgers  
BILLY RUSSELL RODGERS

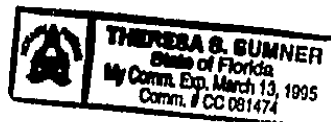
STATE OF FLORIDA  
COUNTY OF CLAY

Before me personally appeared, BILLY RUSSELL RODGERS, to me  
well known and known before me to be the persons described in and  
who executed the foregoing Articles of Incorporation and  
acknowledged to and before me that he executed said instrument for  
the purposes therein expressed.

WITNESS my hand and official seal this 9<sup>th</sup> day of December,  
1994<sup>5</sup> January

Theresa S. Sumner  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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

-----  
In pursuant of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

First RODGERS USA ENTERPRISES, INC., with its principal office as  
indicated in the Articles of Incorporation at the City of Orange  
Park, County of Clay, State of Florida, has named BILLY RUSSELL  
RODGERS, located at 794 Foxridge Center Drive, Suite 109, Orange  
Park, Florida 32065, County of Clay, State of Florida, as its agent  
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.

  
BILLY RUSSELL RODGERS