

LAW OFFICES  
MERRITT & MASON

JOSEPH M. MARON JR.  
DANIEL H. MERRITT SR.  
JOHN M. KELLER  
DANIEL H. MERRITT JR.

PROFESSIONAL ASSOCIATION  
101 SOUTH MAIN STREET  
POST OFFICE BOX 1400  
BROOKSVILLE, FLORIDA 34805-1400  
19041 798-0700  
FACSIMILE 19041 798-0235

4090 COMMERCIAL WAY  
SUITE 13  
SPRING HILL, FLORIDA 34806-2397  
19041 886-1026  
PLEASE REPLY TO:  
BROOKSVILLE

January 19, 1995

P95000006729

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

00001387957  
-01/24/95--01077--002  
\*\*\*\*131.25 \*\*\*\*131.25

RE: Articles of Incorporation  
Foster Carter's Industrial Services, Inc.

Dear Sirs:

Please find enclosed for filing Articles of Incorporation together with a check in the amount of \$131.25 to cover the filing fee, designation of resident agent, certified copy and certificate under seal.

If any other information is needed to complete this incorporation, please advise. If you have any questions, please feel free to contact me.

Sincerely,

MERRITT & MASON, P.A.

John M. Keller  
John M. Keller

JMK/dh  
CAR01195.L-1

FILED  
1995 JAN 23 AM 8:29

P95  
1/26/95  
P95-6729

ARTICLES OF INCORPORATION

FOR

FOSTER CARTER'S INDUSTRIAL SERVICES, INC.

FILED  
1935 JAN 23 PM 8:30  
TALLAHASSEE, FLA.

The undersigned incorporators desire to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, do hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

Section 1.1 Designation. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

FOSTER CARTER'S INDUSTRIAL SERVICES, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 Perpetual Existence. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 Place of Business. The principal place of business of the Corporation shall be located at 15172 Bailey Hill Road, Brooksville, Hernando County, Florida 34614, or at such other place as may from time-to-time be specified by the Board of Directors (the Board).

Section 3.2 Mailing Address. The mailing address of the corporation is P. O. Box 314, Brooksville, Hernando County, Florida, 34605-0314, or as from time-to-time specified by the Board.

#### ARTICLE IV - PURPOSE

Section 4.1 Purpose. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, including the professional practice of fabrication and welding services, and everything else necessary, proper, advisable, or convenient for the accomplishment thereof, including entering into business activities related to such purposes, and to do all other things incidental to said purposes or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### ARTICLE V - OFFICERS

Section 5.1 Officers. The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, Treasurer and by such other officers, as the Board may determine in its discretion to be necessary.

Section 5.2 Appointment. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

#### ARTICLE VI - CORPORATE POWERS

Section 6.1 Powers. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

#### ARTICLE VII - STOCK

Section 7.1 Shares. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 Classes or Series of Stock. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

Section 7.4 Pre-emptive Rights. The holders of any of the shares of the Capital Stock of the Corporation shall have pre-emptive or preferential rights of subscription to any new or additional issue of:

- (a) Shares of Stock. Shares of the Capital Stock of the Corporation, regardless of whether now or hereafter authorized;
- (b) Convertible Obligations. Obligations convertible into shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized; or
- (c) Rights, Options, and Warrants. Rights, options, or warrants to purchase shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized.

#### ARTICLE VIII - AMENDMENT

Section 8.1 Procedure. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

#### ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

Section 9.1 Registered Agent and Address. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation

in 101 S. Main St., P.O. Box 1900, Brooksville, Hernando, Florida, 34601, and JOHN M. KELLER, Esq., shall be the initial Registered Agent of the Corporation at that address.

#### ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS

Section 10.1 Designation. This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporators and of the initial Directors of the Corporation, who shall serve as Directors until respective successors are elected and have qualified pursuant to the Bylaws of the Corporation, are;

Morgan Foster Carter  
15172 Bailey Hill Road  
Brooksville, FL 34614

Pamela B. Carter  
15172 Bailey Hill Road  
Brooksville, FL 34614

#### ARTICLE XI - INDEMNIFICATION

Section 11.1 Officers, Directors, and Employees. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - BYLAWS

Section 12.1 Adoption. The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, and/or repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individuals has herunto subscribed his name this 13<sup>th</sup> day of January, 1995.

Morgan Foster Carter  
MORGAN FOSTER CARTER

Pamela B. Carter  
PAMELA B. CARTER

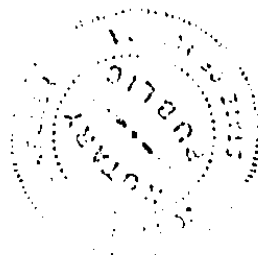
STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 13<sup>th</sup> day of January, 1995, in the County and State aforementioned, personally appeared MORGAN FOSTER CARTER and PAMELA B. CARTER, the persons who, first being by me duly sworn, deposed and said upon their oaths that they are the persons described in and who executed the foregoing Articles of Incorporation, that they executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: Florida Driver's License).

My Commission Expires:

John Michael Keller  
Notary Public - State of Florida  
My Commission Expires October 1, 1995  
Bonded thru Auto Owners Insurance Company

John Michael Keller  
(Printed Name)  
Notary Public, State of Florida  
John Michael Keller



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

FILED  
1995 JAN 23 AM 8:30

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FOSTER CARTER'S INDUSTRIAL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 15172 Bailey Hill Road, Brooksville, Hernando County, Florida 34614, has named JOHN M. KELLER, Esq., located at 101 S. Main St., P.O. Box 1900, Brooksville, Hernando County, Florida, 34601, as its agent to accept service of process within the State of Florida.

Signature: Morgan Foster Carter

MORGAN FOSTER CARTER

Pamela B. Carter

PAMELA B. CARTER

Title: Incorporators

Date: January 13, 1995

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for FOSTER CARTER'S INDUSTRIAL SERVICES, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: John M. Keller

JOHN M. KELLER, Esquire

Date: January 13, 1995

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