

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**CSC networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

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**P95000007784**

95 JAN 30 PM 12:15  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532415 145097A

AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ 122.50

ORDER DATE : January 30, 1995

600001338116

ORDER TIME : 11:15 AM

ORDER NO. : 532415

CUSTOMER NO: 145097A

CUSTOMER: Mr. John R. Newcomb, III  
MR. JOHN R. NEWCOMB, III

P. O. Box 243

Laurel, FL 34272

DOMESTIC FILING

*P95000007784*

NAME: DIVERSIFIED WELDING &  
FABRICATION, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS:

*DM*  
*1-30-95*  
*02/A*

FILED  
95 JAN 30 PM 3:33  
SECRET  
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION OF  
DIVERSIFIED WELDING & FABRICATION, INC.

FILED  
95 JAN 30 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation act, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is DIVERSIFIED WELDING & FABRICATION, INC.

Article II - Duration

The term of existence of the Corporation shall be perpetual.

Article III - Effective Date

These articles of incorporation shall become effective and the Corporation shall commence its existence as of 12:01 a.m. on January \_\_\_\_\_, 1995.

Article IV - Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida Business Corporation Act.

Article V - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 all of which shall be common shares with a par value of \$1.00 per share.

Article VI - Mailing Address and/or Principal Office

The mailing address of the corporation is, P.O. Box 243, Laurel, Florida 34272, with the principal place of business located at 3500 Rustic Road, Nokomis, Florida 34275.

#### Article VII - Preemptive Rights Granted

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares. Each shareholder shall have preemptive rights only in that portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding. The shareholders of the Corporation shall have no preemptive rights to subscribe to any issues or additional issues of shares except shares issued for cash, as opposed to shares issued for labor performed, services rendered or property transferred to the Corporation.

#### Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3500 Rustic Road, Nokomis, Florida, 34272 and the name of the initial registered agent of this corporation at that address is John R. Newcomb, III.

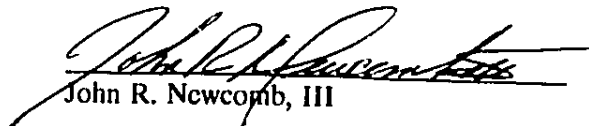
#### Article IX - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John R. Newcomb, III, P.O. Box 243, Laurel, Florida 34272.

#### Article X - Incorporator

The name and address of the person signing these Articles is John R. Newcomb, P.O. Box 243, Laurel, Florida, 34272.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_ day of \_\_\_\_\_, 1995.

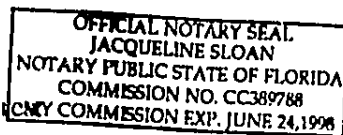
  
John R. Newcomb, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that before me, the undersigned officer, JOHN R. NEWCOMB, III, personally known to me and appeared, who acknowledged before me that he executed the foregoing Articles of Incorporation of DIVERSIFIED WELDING & FABRICATION as his free act and deed.

IN WITNESS WHEREOF I have set my hand and official seal this 24th day of January, 1995.

My Commission Expires:



Jacqueline Sloan  
NOTARY PUBLIC

I HEREBY ACCEPT designation as registered agent of this corporation,

John R. Newcomb, III  
John R. Newcomb, III

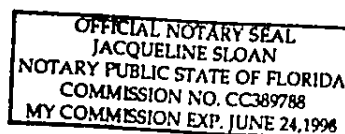
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN R. NEWCOMB, III to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of January, 1995.

My Commission Expires:

Jacqueline Sloan  
NOTARY PUBLIC



## BYLAWS OF DIVERSIFIED WELDING & FABRICATION, INC.

### Article I. Shareholders

Section 1. The annual meeting of the shareholders of this corporation shall be held within two months after the close of the corporation's fiscal year at a place designated by the board of directors of the corporation.

### Article II. Directors

Section 1. The number of directors shall be at least one (1), but no more than five (5).

Section 2. A regular meeting of the board of directors shall be held without notice immediately following the annual meeting of shareholders and at the same place. The board of directors may provide for the holding without notice of additional regular meetings.

Section 3. Special meetings of the board of directors may be called by the president or any two directors on 24-hours notice, given personally or by telephone or telegraph or on four days' notice by mail. Special meetings shall be held at the place fixed by the board of directors for the holding of meetings, or if no such place has been fixed, at the principal business office of the corporation.

### Article III. Officers

Section 1. The officers of the corporation shall be a president, a secretary and a treasurer, and there may be one or more vice presidents, who shall be elected annually at the regular meeting of the board of directors held after the annual meeting of the shareholders and shall hold office only so long as they are satisfactory to the board of directors. The board of

directors may also appoint and elect such assistant vice presidents, assistant secretaries and assistant treasurers as they may from time to time deem appropriate. They shall be elected annually at the regular meeting of the board of directors held after the annual meeting of the shareholders and shall hold office only so long as they are satisfactory to the board of directors.

Section 2. The president shall be the principal executive officer of the corporation to put into effect the decisions of the board of directors. Subject to such decisions, he shall supervise and control the business and affairs of the corporation. He shall preside at meetings of the shareholders and directors.

Section 3. Subject to any specific assignments of duties made by the board of directors, the vice presidents, secretary, treasurer, assistant vice presidents, assistant secretaries, and assistant treasurers shall act under the direction of the president. The vice president or assistant vice presidents shall perform the duties of the president when the president is absent or unable to act. The secretary or assistant secretaries shall prepare and keep minutes of the meetings of the shareholders and the directors and shall have general charge of the stock records of the corporation. The treasurer or assistant treasurers shall have custody of the funds of the corporation and keep its financial records.

#### Article IV. Miscellaneous

Section 1. The board of directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or be confined to specific instances.

Section 2. Certificates representing shares of the corporation shall be in such form as the board of directors shall determine. Transfers of shares shall be made only on stock transfer

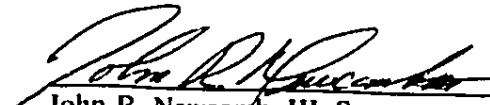
books of the corporation.

#### Article V. Action Without Meeting


Section 1. Any action required or permitted to be taken by the board of directors of the shareholders at a meeting, may be taken without a meeting in accordance with the provisions of the Florida Business Corporation Act.

#### Article VI. Amendments

Section 1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors or by the shareholders.

  
John R. Newcomb, III, Secretary

Approved:

  
John R. Newcomb, III, President