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P95000011680

February 6, 1995

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

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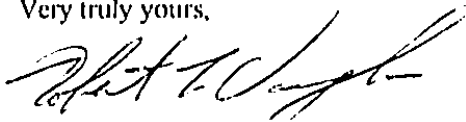
SUBJECT: Diversified Welding and Machining, Incorporated.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50 (\$35.00 Filing Fee; \$35.00 Designation of Registered Agent; \$52.50 Certified Copy).

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Very truly yours,



Robert L. Vaughn, Esq.

Enclosures
RLV:so

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TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION
OF
DIVERSIFIED WELDING & MACHINING, INCORPORATED

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

Article 1. Name. The name of the Corporation shall be Diversified Welding & Machining, Incorporated.

Article 2. Address. The address of the principal office of the Corporation is 3631 Liberty Square, Fort Myers, FL 33908, and the mailing address of the Corporation is 3631 Liberty Square, Fort Myers, FL 33908

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 12995 S. Cleveland Ave., Suite 218, Fort Myers, FL 33907, and the name of its initial Registered Agent at that address is The Law Office of Robert L. Vaughn.

Article 5. Incorporators. The name and address of the Incorporators are as follows: Lynn W. Diver, 3631 Liberty Square, Fort Myers, FL 33908 and Timothy J. Diver, 3631 Liberty Square, Fort Myers, FL 33908.

Article 6. Amendments. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows: Lynn W. Diver and Timothy J. Diver.

Article 8. Par Value. The shares of the Corporation shall have a par value of \$1.00 per share.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

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Article 10. 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 others, 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, and

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 is attached or pertinent any warrant or warrants or 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 11. Share Transfer Restriction. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors.

Shareholder	Number of Shares
Timothy J. Diver	50
Lynn W. Diver	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless 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 specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment

Article 13. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

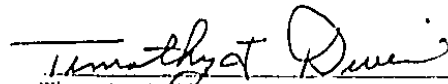
Article 14. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation

Article 15. Purpose. The purposes for which the Corporation is organized are the following.

5.1 To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the States of Florida. No other purpose limits this general purpose in any way

5.2 To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 31 day of January, 1995


Timothy J. Diver, Incorporator


Lynn W. Diver, Incorporator

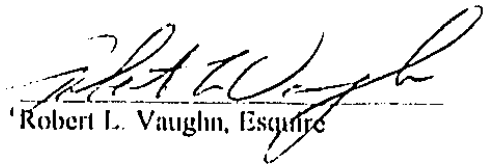
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida:

- 1 The name of the corporation is: Diversified Welding and Machining, Incorporated.
- 2 The name and address of the registered agent and office is:

The Law Office of Robert L. Vaughn
12995 S. Cleveland Ave., Suite 218
Fort Myers, FL 33907

I, _____, having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert L. Vaughn, Esquire

Date: February 6, 1995

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