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P95000020726

March 9, 1995

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

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-03/13/95--01068--015
****122.50 ****122.50

**Re: Conor Engineering, Inc.
Our File Number: 2958.000**

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Conor Engineering, Inc. together with our firm check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning

Leslie L. Browning
Legal Assistant
/llb

Enclosures

ARTFIL.FRM

*LLB
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**ARTICLES OF INCORPORATION
OF
CONOR ENGINEERING, INC.**

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TALLAHASSEE, FLORIDA
SAC-111

The undersigned, acting as the sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation is CONOR ENGINEERING, INC.

ARTICLE TWO

DURATION

2.01 The duration of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

3.01 The purpose of the Corporation is to engage in any activity or business permitted under §607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

4.01 The aggregate number of shares that the Corporation has authority to issue is 10,000 all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

5.01 There shall be no preemptive rights for any shareholder.

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01 The street address of the initial registered office of the Corporation is 11706 Pintail Court, Naples, Florida 33999, and the name of the initial registered agent at that address is Herman Baker.

6.02 The mailing address of the Corporation is Arnotfield, 6 Arnothill, Falkirk, Fk1 5RY, Scotland

ARTICLE SEVEN

INCORPORATOR

7.01 The name and address of the incorporator is:

NAME	ADDRESS
Herman Baker	11706 Pintail Court Naples, Florida 33999

ARTICLE EIGHT

INITIAL DIRECTOR

8.01 The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation.

8.02 The name and address of the Initial Director is:

NAME	ADDRESS
James Gerard McNamee	Arnotfield, 6 Arnothill Falkirk, Fk1 5RY, Scotland

ARTICLE NINE

INCREASING QUORUM OR VOTING REQUIREMENTS FOR SHAREHOLDERS

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN

RESTRICTIONS ON TRANSFER OF STOCK

10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the corporation's principal office, or stated on the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida on March
9, 1995.

Herman Baker
Herman Baker
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, the undersigned authority, on this day personally appeared Herman Baker, who executed the foregoing instrument in his personal or authorized representative capacity(ies) indicated above and

(check one of the below)

who is personally known to me or
 who has produced _____ as identification
and who (did) (did not) (circle one) take an oath.

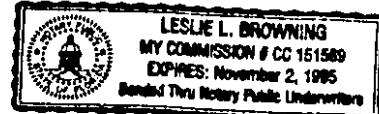
Witness my hand and official seal in the County and State last aforesaid, this 9th day of March, 1995.

Leslie L. Browning

Typed, Printed or Stamped Name

My commission expires: _____

My commission number is: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: March 9, 1995

Herman Baker

Herman Baker

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FLORIDA, BUREAU
OF THE ATTORNEY GENERAL