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FILED

95 MAR 29 AM 10:11

TALLAHASSEE, FLORIDA

March 24
February , 1995

DOMENICO DESANTIS
Bar 1 admitted in
the District of Columbia

RANDALL C. GASKILL
Bar 1 admitted in
Michigan

TIMOTHY W. GASKILL
Bar 1 admitted in
Circuit Court

ROBERT C. HUCKNEY

JAMES HUNSTON
Bar 1 admitted in
Real Estate Law
also admitted in
Ohio

W. JAY HUNSTON, JR.
Bar 1 admitted in
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also admitted in
Ohio

KATHLEEN G. KOZINSKI
Bar 1 admitted in
New York

CHARLES S. MARION
Bar 1 admitted in
Pennsylvania

STEVEN L. ROBBINS

CURTIS L. SHENKMAN
Bar 1 admitted in
Real Estate Law

DONALD R. SMITH

MILTON PRIGOFF
Bar 1 admitted in
New York

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: Gehr-Huff Technologies Inc.

21546.000

700001442817
-03/29/95--01065--014
****122.50 ****122.50

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- ☒ A. Articles Of Incorporation filing fee, \$35.00.
- ☒ B. Certified copy of Articles Of Incorporation, \$52.00.
- ☒ C. Registered Agent Designation Filing Fee, \$35.00.

TOTAL: \$122.50

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Curtis L. Shenkman

Curtis L. Shenkman

CLS:tld
Enclosures
cc: Kurt Gehring
Wayne Huffines
corp\clients\gehring\gehr-huff\sec-art.1t2

corp\clients\gohring\gohr-huff\articles, inc

ARTICLES OF INCORPORATION
OF
GEHR-HUFF TECHNOLOGIES, INC.

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ARTICLE I. NAME

The name of this corporation shall be GEHR-HUFF TECHNOLOGIES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 Common Stock Par Value \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two. The number of directors may be increased or decreased from time to time, as provided in this corporation's

bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.
- B.
 - 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
 - 2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
 - 3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows: Kurt Gehring, 5725 Corporate Way, Suite 204, West Palm Beach, FL, 33407, and Wayne Huffines, 5725 Corporate Way, Suite 204, West Palm Beach, FL 33407.

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 5725 Corporate Way, Suite 204, West Palm Beach, FL, 33407.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Kurt Gehring.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Kurt Gehring, 5725 Corporate Way, Suite 204, West Palm Beach, FL, 33407.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

Kurt Gehring
Kurt Gehring - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of GEHR-HUFF TECHNOLOGIES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GEHR-HUFF TECHNOLOGIES, INC.

Kurt Gehring
Kurt Gehring - Registered Agent

State OF FLORIDA
County Of PALM BEACH

On March 24, 1995, Kurt Gehring, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the

oath, acknowledged signing these Articles Of Incorporation Of GEHR-
HUFF TECHNOLOGIES, INC.

Curtis L. Shenkman
Notary Public

CURTIS L. SHENKMAN
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



CURTIS L. SHENKMAN
My Commission CC349153
Expires Feb. 12, 1998
Bonded by HAI
800-422-1555

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95 MAR 29 AM 10:11
TALLAHASSEE, FLORIDA