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POTTER, McCLELLAND, MARKS & HEALY, P. A.

WILLIAM C. POTTER
CLYTON A. McCLELLAND, JR.
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OF COUNSEL

REPLY TO: MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH BARCOCK STREET
POST OFFICE BOX 8520
MELBOURNE, FLORIDA 32902-2520
(407) 904-2700
FAX: (407) 720-4094
200 BREVARD AVENUE
COCOA, FLORIDA 32902
(407) 604-5011

April 5, 1995

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

Re: Articles of Incorporation
DYNECO ACQUISITION CORPORATION

Dear Sir:

Enclosed please find original and two copies of Articles of Incorporation for the above-named corporation.

Kindly file the articles, returning a copy to us in the enclosed prepared envelope.

Our check covering your filing fee is also enclosed.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:21

**ARTICLES OF INCORPORATION
OF
DYNECO ACQUISITION CORPORATION**

ARTICLE I - NAME

The name of this corporation is DYNECO ACQUISITION CORPORATION.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 700 South Babcock St., Ste. 400, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is WILLIAM C. POTTER.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

WILLIAM C. POTTER
700 So. Babcock St., Ste. 400
Melbourne, FL 32901

ARTICLE IX - INCORPORATORS

The name and address of the incorporator of the corporation is:

WILLIAM C. POTTER
700 So. Babcock St., Ste. 400
Melbourne, FL 32901

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholder: may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

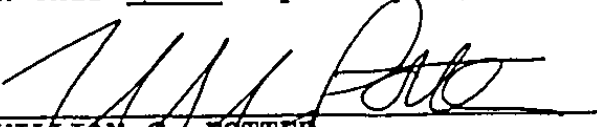
ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 4th day of April, 1995.


WILLIAM C. POTTER

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

BE IT KNOWN that on the 4th day of April, 1995, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared WILLIAM C. POTTER to me personally known or who has produced a

driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and
affixed my seal of office the day and year last above written.

Brigitte Van Tassel
Notary Public State of Florida
Name: _____
Commission No.: _____
Commission Expires: _____



BRIGITTE VAN TASSEL
MY COMMISSION # CC321687 EXPIRES
October 6, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR -7 AM 10:21

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

DYNECO ACQUISITION CORPORATION

I understand the duties of and hereby accept appointment as the registered agent of DYNECO ACQUISITION CORPORATION, at the initial registered office of the Corporation at 700 So. Babcock St., Ste. 400, Melbourne, Florida 32901.

Dated this 4th day of April, 1995.


WILLIAM C. POTTER