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PERMUTT
A PROFESSIONAL CORPORATION

2222 Arlington Avenue South
Reply To:
Post Office Box 55227
Birmingham, Alabama 35255-5227
Telephone (205) 931-7111
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Writer's direct dial number:
(205) 930-5308

April 19, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

7000001461467
-04/20/95--01000--018
****122.50 ****122.50

Re: Articles of Incorporation - Coleman Technologies, Inc.

Dear Reader:

Enclosed are an original and two copies of the Articles of Incorporation and Acceptance by the Registered Agent with an attached copy of the Name Reservation of Coleman Technologies, Inc. Also enclosed is a check in the amount of \$122.50 to cover the filing fee.

Please proceed to file this incorporation as soon as possible. Please stamp a copy of the Articles with the filing date and return it to me by Federal Express. A Federal Express airbill is enclosed for your convenience.

If you should have any questions, please do not hesitate to call me collect.

Yours very truly,


Cathy R. Hornbuckle
Legal Assistant

CRH/ksd
20562/59
35650-A

Enclosures

cc: Mr. W. Todd Carlisle
Mr. Joseph T. Ritchey

NANCY HENDRICKS APR 25 1995

CRH261491 KSD

200 Clinton Avenue NW
Huntsville Alabama 35801
(205) 536-1711

One St. Louis Centre/Suite 1000
Mobile Alabama 36602
(205) 432-1671

One Commerce Street/Suite 305
Montgomery Alabama 36104
(205) 261-3400

2216 14th Street
Tuscaloosa Alabama 35401
(205) 752-2089

THIS INSTRUMENT WAS PREPARED BY:

Joseph T. Richey, Esq.
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

FILED
93 APR 20 11 3 22
TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION
OF
COLEMAN TECHNOLOGIES, INC.**

The undersigned incorporator, does hereby form a corporation under the Florida Business Corporation Act, and does declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Coleman Technologies, Inc.

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Florida.

The foregoing shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common of the par value of Zero Dollars and One Cent (\$0.01) per share, and consisting of one class only.

**ARTICLE IV
STOCK OWNERSHIP**

The ownership of all of the outstanding securities of the Corporation shall be restricted to employees of the Corporation and the Corporation, provided, however, that the securities owned by Michael A. Coleman, Benjamin A. Patz, their spouses, children,

grandchildren, and heirs, and any trust created or maintained for the benefit of such individuals shall not be subject to restrictions imposed by this Article IV.

ARTICLE V
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The location and street address of the initial principal office of the Corporation, which shall also be the initial registered office, shall be:

14289 Country Estate Drive
Winter Garden, Florida 34787

The name of the Corporation's initial registered agent at said address shall be Michael A. Coleman.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Coleman	14289 Country Estate Drive Winter Garden, Florida 34787
Benjamin J. Patz	7308 Ripley Court Orlando, Florida 32836

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Michael A. Coleman

ADDRESS

14289 Country Estate Drive
Winter Garden, Florida 34787

ARTICLE VIII
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed the foregoing Articles of Incorporation on this 18th day of April, 1995.


Michael A. Coleman

(INCORPORATOR)

ACCEPTANCE BY THE REGISTERED AGENT

As required by the Florida Business Corporation Act, Section 607.0501 (3), 1, Michael A. Coleman, hereby state that I am familiar with and accept the obligations provided for in the Florida Business Corporation Act, Section 607.0505.

DATED this 18th day of April, 1995.



Michael A. Coleman
Registered Agent
Coleman Technologies, Inc.

FILED

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SECRET
TALLAHASSEE