

**Finkelstein & Associates**

**Attorneys At Law**

**Certified Public Accountants**

April 19, 1995

Via U.S. Mail

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

300001467933  
-04/28/95--01035--004  
\*\*\*122.50 \*\*\*122.50

Re: Neeley Corporation, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for Neeley Company, Inc. Please approve and file the original for us. Return a certified copy to this office for our records.

Additionally, please find a check in the amount of \$122.50 for the following charges:

Filing Fee	\$70.00
Certified Copy	<u>\$52.50</u>
Total	\$122.50

If you need any additional information, please do not hesitate to contact me.

Sincerely,

*Richard P. O'Connor*  
Richard P. O'Connor, C.P.A.  
Attorney at Law  
For the Firm

DF/JV  
Enclosure

**EFFECTIVE DATE**

**APR 20 1995**

*SDG*

95 APR 27 1995  
FILED

1111 Third Avenue West, Suite 170, Bradenton, Florida 34205-7834

813-746-7800 Fax: 813-746-9323

677 N. Washington Blvd., Sarasota, Florida

813-951-0555 Fax: 813-364-9323

550 North Reo Street, Suite 300, Tampa, Florida

813-248-9500

Please send any reply to: Bradenton Office

ARTICLES OF INCORPORATION  
OF  
NEELEY COMPANY, INC.

FILED  
95 APR 27 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of NEELEY COMPANY, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

NEELEY COMPANY, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 20, 1995.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida, including sales, marketing, consulting and manufacturing, to the extent permissible under the laws and rules of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value. The consideration to be paid for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the

EFFECTIVE DATE

APR 20 1995

corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 6615 - 27th Avenue Drive West, Bradenton, Florida 34209. The corporation's registered agent is Donna J. Neeley located at 6615 - 27th Avenue Drive West, Bradenton, Florida 34209.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation 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 shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

<u>Name</u>	<u>Address</u>
Donna J. Neeley	6615 - 27th Avenue Drive West, Bradenton, Florida 34209

ARTICLE VII. INCORPORATION

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Donna J. Neeley	6615 - 27th Avenue Drive West, Bradenton, Florida 34209

The incorporator of the corporation assigns to this corporation her rights under Section 607.161, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the shareholders any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

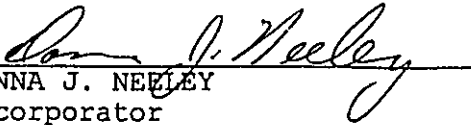
ARTICLE VIII. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of April, 1995

  
DONNA J. NEELEY  
Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

On this 16 day of April, 1995, before me, a Notary Public, the undersigned officer, personally appeared DONNA J. NEELEY, personally known X, OR produced Identification \_\_\_\_\_ Type of Identification produced \_\_\_\_\_, and acknowledged the foregoing instrument.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Carolyn A. Sewell  
NOTARY PUBLIC - Signature

CAROLYN A. SEWELL  
NOTARY PUBLIC - Print

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JULY 08, 1998  
BONDED THRU AGENT'S NOTARY BROKERAGE

NEELEY COMPANY, INC.

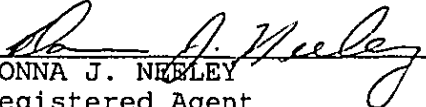
DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted:

That NEELEY COMPANY, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated at 6615 - 27th Avenue Drive West, Bradenton, Florida 34209, has named DONNA J. NEELEY, located at 6615 - 27th Avenue Drive West, Bradenton, Florida 34209, in the County of Manatee, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, this corporation agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

  
DONNA J. NEELEY  
Registered Agent

FILED  
95 APR 27 11:00  
SECRET  
TALLAHASSEE  
FILED