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PETER J. GRAVINA
BOARD CERTIFIED REAL ESTATE LAWYER
(813) 336-6238

May 2, 1995

PLEASE REPLY TO:
FORT MYERS OFFICE

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

Re: Texaflor, Inc.

Dear Sirs:

In reference to the above matter, I enclose herewith an original and one copy of the Articles of Incorporation together with our check in the amount of \$122.50 for the filing fee.

Thank you and if you have any questions, please let me know.

Very truly yours,


Peter J. Gravina

PJG:dw
Enclosure

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ARTICLES OF INCORPORATION
OF
TEXAFLO, INC.

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be TEXAFLO, INC..

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$ 1.00 per value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The principal place for the transaction of its business shall be 13809 Research Boulevard, Suite 1000, Austin, Texas 78750. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of four (4) members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors and Officers until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

William B. Pohl, President and Director
13809 Research Boulevard, Suite 1000
Austin, Texas 78750

Gary F. Brown, Vice President and Director
13809 Research Boulevard, Suite 1000
Austin, Texas 78750

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Philip H. Annis, Vice President and Director
13809 Research Boulevard, Suite 1000
Austin, Texas 78750

R. Michael Hess, Secretary/Treasurer and Director
13809 Research Boulevard, Suite 1000
Austin, Texas 78750

Article VIII

The name and post office address of the incorporator and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

Peter J. Gravina
P. O. Drawer 1507
Fort Myers, Florida 33902

Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X

The street address of the initial registered office of this corporation is 1833 Hendry Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation is Peter J. Gravina.

Article XI

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, 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.

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Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in

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relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the

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corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hands and seals at H. Myers, this 2 day of May, 1995.


Peter J. Gravina

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STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared PETER J. GRAVINA, who is

known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and who did not take an oath, and certify and severally acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 2nd day of

May, 1995.


(Name of Notary, typed, printed or stamped), Notary Public
Barbara J. McKillip

My Commission Expires:

OFFICIAL NOTARY SEAL
BARBARA J MC KILLIP
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC235468
MY COMMISSION EXP. NOV. 1, 1996

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That TEXAFLO, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Peter J. Gravina, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Peter J. Gravina
Registered Agent

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