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Please Reply To
Post Office Box 471
Manatee, Florida 34216-0471
Fax (941) 552-8226

August 18, 1995

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

RE: Manatee Magnetics Corporation

Dear Sir or Madam:

Enclosed please find two (2) fully executed copies of the Articles of Incorporation for the above-referenced corporation, together with a Registered Agent Acceptance. Also enclosed is our firm check in the amount of \$122.50 to cover the following:

1. \$35.00 filing fee
2. \$52.50 certified copy of Articles
3. \$35.00 filing Registered Agent Certificate

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706 22 577-0101-005
***122.50 ***122.50

It will be greatly appreciated if you would file these Articles of Incorporation and return a certified copy to the undersigned.

Should you have any questions regarding this filing, please do not hesitate to contact me at your convenience.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson, III
ROBERT W. HENDRICKSON, III

RWH:drm
Enclosures

ARTICLES OF INCORPORATION
OF
MANATEE MAGNETICS CORPORATION

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be MANATEE MAGNETICS CORPORATION, a Florida corporation. The street address of the initial principal office of the Corporation and the Corporation's mailing address is 715 60th Street Court East, Bradenton, FL 34208.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on the date these Articles are filed with the Florida Department of State and shall continue perpetually.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$5.00 per share. The Corporation will have no other classes of stock.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ROBERT W. HENDRICKSON, III.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
ROBERT W. HENDRICKSON, III	1206 MANATEE AVE. W., BRADENTON, FL 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 18th day of August, 1995.

Robert W. Hendrickson, III
ROBERT W. HENDRICKSON, III

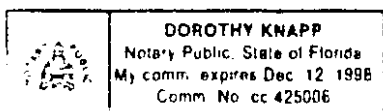
MANATEE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 18th day of August, 1995, by Robert W. Hendrickson, III, who is personally known by me and who did take an oath.

Dorothy Knapp
NOTARY PUBLIC (SEAL)


Typewritten Name of Notary

MY COMMISSION EXPIRES:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for MANATEE
MAGNETICS CORPORATION, as stated in these Articles of
Incorporation.



Robert W. Hendrickson, III