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Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

904-376-8118

December 22, 1995

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-12/26/95--01067--007
*****70.00 *****70.00

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


Re: *Incorporation of A.V. CUSTOM FABRICATION, INC.*

Enclosed are the following:

1. Articles of Incorporation of A.V. CUSTOM FABRICATION, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

FILED
95 DEC 26 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
A.V. CUSTOM FABRICATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **A.V. CUSTOM FABRICATION, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be January 1, 1996.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be:

P.O. Box 3575
1420 N. Marion Street
Lake City, Florida 32056

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

BRUCE ALLEN VAUGHN
P.O. Box 3575
Lake City, Florida, 32056

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

BRUCE ALLEN VAUGHN
P.O. Box 3575
1420 N. Marion Street
Lake City, FL 32056

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 21 day of December, 1995.


BRUCE ALLEN VAUGHN

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, BRUCE ALLEN VAUGHN, being well known or identified by his Florida Driver's Licenses, and who did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 21st day of December, 1995.

Marcie Kemp

Notary Public

My commission expires:



MARCIE KEMP
MY COMMISSION # CC314508 EXPIRES
JULY 15, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

A.V. CUSTOM FABRICATION, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business at: P.O. Box 3575,
Lake City, FL, 32056, has named Bruce Allen Vaughn, located at:


P.O. Box 3575,
1420 N. Marion Street
~~Gainesville, FL, 32603~~
LAKE CITY, FL 32056

as its agent to accept service of process within Florida.


BRUCE ALLEN VAUGHN,
President

Date: 12-21-95

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.


BRUCE ALLEN VAUGHN
Registered Agent

Date: 12-21-95

95 DEC 26 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

352-376-8118

October 23, 1995

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

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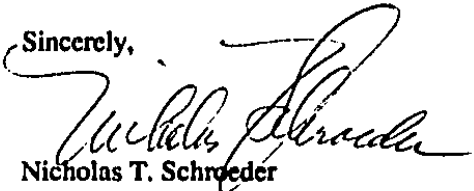
Re: Amendment to Articles of Incorporation of A.V. CUSTOM FABRICATION, INC.

Enclosed are the following:

1. Amendment to the Articles of Incorporation of A.V. CUSTOM FABRICATION, INC., 2 copies.
2. A Check in the Amount of \$35.00

Please file the Amendment to the Articles of Incorporation and return a copy to this office.

Sincerely,


Nicholas T. Schroeder

Enclosures (3)

FILED
96 NOV -4 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
HFS

AMENDMENT TO ARTICLES OF INCORPORATION

Upon a meeting held on October 29th, 1996, of the incorporators of A.V. CUSTOM FABRICATION, INC., a Florida corporation, document #P96000000787, no stock of the corporation having been issued, pursuant to Florida Statutes 607.1001 and 607.1005 and Article XI of the Articles of Incorporation, by a majority vote, the Articles of Incorporation are amended to read as follows:

ARTICLE I

Name

The name of the corporation shall be A.V.'s CUSTOM FABRICATION, INC.

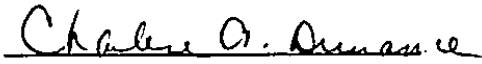
IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed this Amendment to Articles of Incorporation of A.V. CUSTOM FABRICATION, INC., this 29th day of October, 1996.


BRUCE ALLEN VAUGHN

STATE OF FLORIDA
COUNTY OF COLUMBIA

Personally appeared before me, the undersigned authority, BRUCE ALLEN VAUGHN, being well known or identified by his Florida Driver's License, and who did take an oath, acknowledged before me that he is a party to the foregoing Amendment to Articles of Incorporation, and further acknowledges the Amendment of Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Lake City, Columbia County, Florida, this 29th day of October, 1996.


Notary Public
My commission expires:



CHARLENE A. DURRANCE
MY COMMISSION # CC300229 EXPIRES
August 13, 1997
POWERED THRU TROY FARM INSURANCE, INC.

FILED
NOV - 14 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA