

P96000002535

LAW OFFICES OF

ANDERSON E. HATFIELD

ANDERSON E. HATFIELD

304 N. W. 10TH STREET
GAINESVILLE, FLORIDA 32609

TELEPHONE
(800) 457-8700

January 3, 1996

FILED
JAN 4 PM 1:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

Re: Active Components, Inc.

EFFECTIVE DATE

Ladies & Gentlemen:

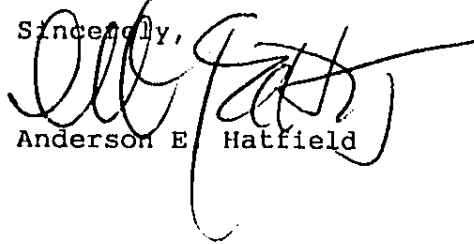
1-1-96

Enclosed please find for filing an original and one copy of the Articles of Incorporation of Active Components, Inc. After filing, please send this office a Certificate of Incorporation under Seal. You will also find enclosed a Designation of Registered Agent together with our check in the amount of \$78.75 to cover your fees as follows:

Filing Articles of Incorporation	\$35.00
Certificate of Status Under Seal	8.75
Filing Designation of Registered Agent	<u>35.00</u>
TOTAL-----	\$78.75

Thank you in advance for your cooperation and assistance.

Sincerely,


Anderson E. Hatfield

AEH/mh

Enclosures

BE 1/9

EFFECTIVE DATE
1-1-96
ARTICLES OF INCORPORATION
OF
ACTIVE COMPONENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, THE UNDERSIGNED, by these presents, make a full expression of our intent to organize a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION AND DATE OF INCORPORATION

1.01 NAME --- The name of this Corporation shall be ACTIVE COMPONENTS, INC.

1.02 DATE OF EXISTENCE -- With the approval of the Secretary of State, State of Florida, the existence of this corporation shall commence effective January 1, 1996.

ARTICLE II

GENERAL NATURE OF BUSINESS

2.01 POWERS -- This Corporation may engage in any activity or business permitted under the laws of the United States and of Florida.

ARTICLE III

STOCK

3.01 NUMBER -- The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

(1) Shares of Common Stock having a nominal or par value shall be One Hundred Thousand (100,000) and of a single class.

(2) The per share nominal or par value of said Common Stock shall be Zero and One/100 (\$0.01) Dollar.

ARTICLE IV

CAPITAL

4.01 AMOUNT -- The amount of capital with which this Corporation shall begin business is not less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

5.01 DURATION -- This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF CORPORATION

6.01 PRINCIPAL OFFICE -- The street address of the principal office of the Corporation shall be Suite 212, 818 West University Avenue, Gainesville, Florida 32601.

6.02 REGISTERED AGENT -- The Registered Agent's name and address for the Corporation are DENNIS C. FERGUSSON, 818 West University Avenue, Suite 212, Gainesville, Florida 32601.

6.03 RELOCATION -- The Board of Directors may from time-to-time move the principal office to any other address in Florida as permitted by law.

ARTICLE VII

NUMBER OF DIRECTORS

7.01 NUMBER -- The initial number of Directors of this Corporation shall be three (3).

The number of Directors may be increased or diminished from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

NAMES AND ADDRESSES OF BOARD OF DIRECTORS

8.01 DESIGNATION -- The names and street addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT GARY IRWIN	Route 1, Box 635 Micanopy, FL 32667
RICHARD HOWARD PARKER	4838 N. W. 43 Street #M195 Gainesville, FL 32606
DENNIS COLLIER FERGUSSON	7428 N. W. 179 Street Alachua, FL 32615

ARTICLE IX

NAMES AND ADDRESSES OF SUBSCRIBERS

9.01 DESIGNATION -- The names and street addresses of each subscriber of the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT GARY IRWIN	Route 1, Box 635 Micanopy, FL 32667
RICHARD HOWARD PARKER	4838 N. W. 43 Street #M195 Gainesville, FL 32606
DENNIS COLLIER FERGUSON	7428 N. W. 179 Street Alachua, FL 32615

9.02 CAPITAL -- The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE X

SPECIAL PROVISIONS

10.01 POWERS OF BOARD OF DIRECTORS -- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this Corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) From time-to-time to determine whether and to what extent

and at what times and places and under what conditions and regulations the accounts of the Corporation other than the Stock Book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this Corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS -- Pursuant to the affirmative vote of Stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a Stockholders' meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this Corporation, including its corporate franchises, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the Corporation.

10.03 POWERS -- This Corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS -- Holders of stock of the

Corporation shall have all preemptive rights, as recognized in law, to subscribe for and purchase from the Corporation any stock of the Corporation now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time issue, if the same shall be convertible into stock of the Corporation or shall entitle the owner or holder to purchase Stock of the Corporation.

10.05 SELF-DEALING -- No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or a Director or Officer, or are Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly, may be a party or parties to and may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such contract or persons, firms or Corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation

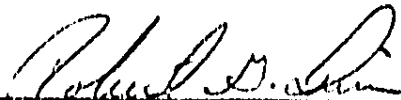

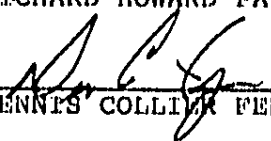
may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation.

10.06 MEETINGS -- Both Stockholders and Directors shall have powers, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time-to-time be designated by the Board of Directors of the Corporation.

10.07 AMENDMENT -- These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

We, THE UNDERSIGNED, being the original subscribers to the Capital Stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

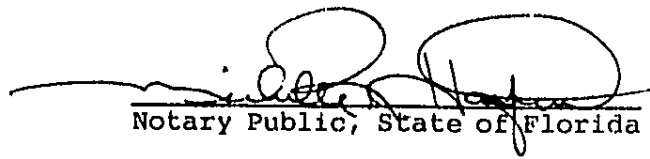
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of January, 1996.


ROBERT GARY IRWIN (SEAL)

RICHARD HOWARD PARKER (SEAL)

DENNIS COLLIFER FERGUSSON (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following Subscribers,
ROBERT GARY IRWIN, RICHARD HOWARD PARKER and DENNIS COLLIFER
FERGUSSON, to me well known and known to me to be the individuals
described in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that they executed the
same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State
above-named this 3rd day of January, 1996.


Notary Public, State of Florida
My commission expires:



MICHELLE N. HATFIELD
MY COMMISSION # CC408160 EXPIRES
October 17, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
95 JAN -4 PM 1:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

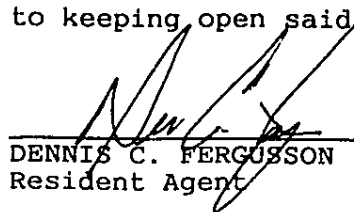
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following
is submitted, in compliance with said Act:

First -- ACTIVE COMPONENTS, INC., desiring to organize under
the laws of the State of Florida, with its registered office, as
indicated in the Articles of Incorporation at Suite 212, 818 West
University Avenue, Gainesville, State of Florida, has named DENNIS
C. FERGUSSON, 818 West University Avenue, Suite 212, County of
Alachua, State of Florida, as its Agent to accept service of
process within this State.

ACKNOWLEDGMENT

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.



DENNIS C. FERGUSSON
Resident Agent



896000002535
ACTIVE COMPONENTS, INC.

July 15, 1997

Division of Corporate Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary of State:

Active Components, Inc., established in Gainesville, Florida under FEI #: 59-3353291 request the removal of officer Dennis C. Fergusson from all Corporate Files concerning Active Components, Inc. Attached is a copy of Dennis C. Fergusson's resignation and a check for \$35.00 to complete this transaction.

If you require additional information, please contact Robert Irwin at 719/477-1862.

Sincerely,

Robert G. Irwin
Richard H. Parker

Robert G. Irwin
Richard H. Parker

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*****35.00 *****35.00

O/D resig.

VS JUL 23 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

RESIGNATION OF VICE PRESIDENT

TO: ACTIVE COMPONENTS, INC.

The undersigned does hereby tenders a resignation as vice president of the above named corporation, such resignation to take effect immediately.

Date: July 15, 1997
Witness: _____

Dennis Ferguson
Dennis Ferguson