

MCLEOD, MCLEOD & MCLEOD, P.A.

Attorneys and Counselors at Law

Post Office Drawer 950

Apopka, Florida 32704-0950

Johnie A. McLeod
Raymond A. McLeod
William J. McLeod

48 East Main Street
Telephone: (407) 886-3300
Facsimile: (407) 886-0087

January 26, 1996

P96000011032

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

100001703681
-02/01/96--01037--001
****122.50 ****122.50

RE: Combustion Systems & Controls, Inc.

Gentlemen:

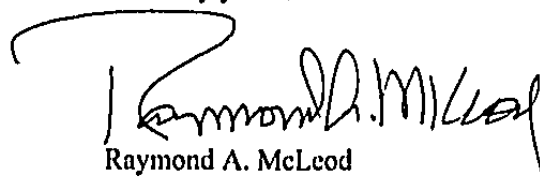
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$2.50
Registered Agent Fee	\$5.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,


Raymond A. McLeod

RAM/jlk

Enclosures

FEB 5 1996 BSB

FILED
96 FEB -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
COMBUSTION SYSTEMS & CONTROLS, INC.**

FILED

96 FEB -1 PM 1:17

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **COMBUSTION SYSTEMS & CONTROLS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name and address of the Initial Registered Agent and the principal office of this corporation is the same, as follows: BEN G. NORRIS, 1539 Foxden Road, Apopka, Florida 32712.

ARTICLE VI

This corporation shall have two (2) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

BEN G. NORRIS
1539 Foxden Road
Apopka, Florida 32712

JANE E. NORRIS
1539 Foxden Road
Apopka, Florida 32712

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is BEN G. NORRIS, 1539 Foxden Road, Apopka, Florida 32712.

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
BEN G. NORRIS and JANE E NORRIS	1,000

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are offered to the corporation. Further, the price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XII

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE XIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.


ARTICLE XIV

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator and Initial Resident Agent has executed these Articles of Incorporation this 26th day of January, 1996.


BEN G. NORRIS

Incorporator


BEN G. NORRIS

Initial Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **BEN G. NORRIS**, to me known to be the person who executed the foregoing Articles of Incorporation of **COMBUSTION SYSTEMS & CONTROLS, INC.** as the Incorporator and Initial Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 26th day of January, 1996.


Notary Public

RAYMOND A. McLeod

Printed Name of Notary

My commission expires:

(SEAL)



RAYMOND A. MCLEOD
MY COMMISSION # CC 187794 EXPIRES
March 19, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

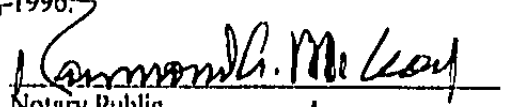
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared BEN G. NORRIS, known to me to be the person who accepted designation as Registered Agent on behalf of COMBUSTION SYSTEMS & CONTROLS, INC., and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.


BEN G. NORRIS

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26th day of January, 1996.


Notary Public

RAYMOND A. MCLEOD

Printed name of Notary

My Commission Expires:

(SEAL)



RAYMOND A. MCLEOD
MY COMMISSION # CC 187794 EXPIRES
March 19, 1998
BOUNDED THROUGH MY INST. # 14

FILED
96 FEB -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[NORRIS.ART/01-26-96/RAM]