

LABOR & EMPLOYMENT
CIVIL RIGHTS
GOVERNMENT LAW

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DENISE MILLER, PARALEGAL

P96000012504

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

January 29, 1996

Re: Caballero Engineering, Inc.

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-02/05/96--01074--006
****131.25 ****131.25
Office Use Only

To whom it may concern:

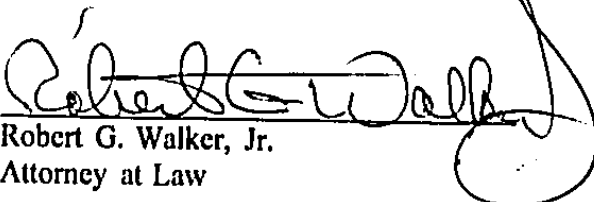
Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me.

I have enclosed a check in the amount of \$131.25, covering:

Filing fee
Certificate designating registered agent
Certified copy

If you have any questions, or need anything further, please do not hesitate to contact me.

Very truly yours,


Robert G. Walker, Jr.
Attorney at Law

cc: File

RGW/dm/Incorp/Caballero/lsecstat.01

FILED
96 FEB -5 AM 11:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/1/96

**ARTICLES OF INCORPORATION
OF
CABALLERO ENGINEERING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I — Name

The name of this corporation is CABALLERO ENGINEERING, INC..

ARTICLE II — Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III — Purpose

The corporation is organized for the purpose of transacting any and all lawful business, and it is specifically contemplated by the parties hereto that the primary initial purpose of said corporation will be to engage in the business of Electrical/Mechanical Engineering and related items.

ARTICLE IV — ADDRESS

The initial street address of the principal office of this corporation is 3100 S. Dale Mabry, Tampa, Florida 33679.

ARTICLE V — REGISTERED AGENT

The undersigned, **ARMANDO CABALLERO**, an individual resident of the State of Florida does hereby state that he accepts appointment as Registered Agent for this corporation.

/s/  (Seal)
ARMANDO CABALLERO

ARTICLE VI — Stated Capital

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed, or to be performed, for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARMANDO CABALLERO and WARREN HAHN shall initially capitalize said corporation in recognition of personal services performed or to be performed in behalf of the corporation, in return for which CABALLERO shall receive 51% of the shares of stock and HAHN shall receive 49% shares of stock.

ARTICLE VII — Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one (1) director initially, who shall be **ARMANDO CABALLERO**. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. Cumulative voting shall be permitted by the bylaws. In no event shall the number of directors be less than one.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>Name</u>	<u>Address</u>
ARMANDO CABALLERO	3100 S. Dale Mabry Tampa, FL 33679

Such initial directors may succeed themselves as directors.

ARTICLE VIII — Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by

law. The corporation shall hold harmless any such director whose actions are undertaken in good faith on behalf of the corporation and which are not malicious, outside the scope and course of employment, or evincing a willful and wanton disregard for the safety of persons or property.

ARTICLE IX — Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

X — RESTRAINT ON ALIENATION OF SHARES

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

A. DECEASED SHAREHOLDERS

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of an unmarried shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

Provision shall be made for the succession of a surviving spouse to the ownership of a shareholder's shares without fee or cost in the event of death of a shareholder. However, said shares may not be further transferred without the consent of the board of directors, it being the intent of the incorporators to keep the ownership of the corporation closely held.

B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to their ownership of stock on the date of creation of the newly issued stock.

ARTICLE XI — Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The name and street address of the Subscriber to these articles of incorporation is:

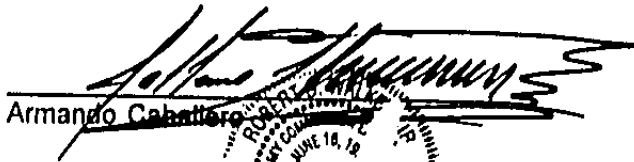
Name

Address

ARMANDO CABALLERO

3100 S. Dale Mabry
Tampa, FL 33679

IN WITNESS WHEREOF, the undersigned, as the subscriber and incorporator, hereby execute these articles of incorporation this 29th day of January, 1996.

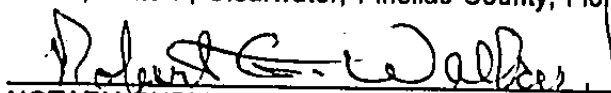

Armando Caballero

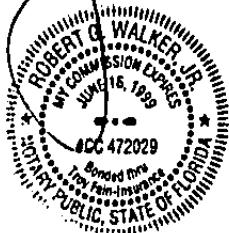


STATE OF FLORIDA }
COUNTY OF PINELLAS }

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ARMANDO CABALLERO, known to me and known by me to be the persons who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed on the date last stated above.

WITNESS my hand and official seal this 29th day of January, 1996, at 1421 Court Street, Suite F, Clearwater, Pinellas County, Florida 34616.


NOTARY PUBLIC AT LARGE
My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 FEB -5 AM 11:29
TALLAHASSEE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **CABALLERO ENGINEERING, INC.**
2. The name and address of the registered agent and office is:

Armando Caballero
3100 S. Dale Mabry
Tampa, FL 33629

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in his certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Armando Caballero

January 29, 1996