

996000013101

BLAIR M. JOHNSON, P. A.
ATTORNEY AT LAW
P.O. BOX 770406
425 S. DILLARD STREET
WINTER GARDEN, FLORIDA 34777-0406

(407) 856-8521

FAX (407) 856-0305

February 5, 1996

Department Of State
Division Of Corporation
The Capitol
Tallahassee, Florida 32304

re: N.P.L., Co.

Gentlemen:

Enclosed are the original and one copy of the Articles Of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$70.00 representing payment for incorporation.

Please file the enclosed Articles Of Incorporation and return a stamped copy to the undersigned.


Thank you for your courtesies in this matter.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 9 1996
PM 1:01

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-02/08/96--01109--003
*****70.00 *****70.00

Sincerely,


Mr. Blair M. Johnson

2/12/96


BMJ/kad
Enclosure

ARTICLE OF INCORPORATION

OF

N.P.I., CO.

RECEIVED
FEB 1 1961
SPEED-9
SECRET
MAIL ROOM

The undersigned subscriber to these Articles Of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

N.P.I., CO.

The principal place of business of this corporation shall be 6425 Arundel Drive, Orlando, Florida 32818-6809.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a minimum par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 6425 Arundel Drive, Orlando, Florida 32818-6809, and the name of the initial registered agent of the corporation at that address is EDWARD L. WILLIAMS, SR.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The corporation shall have three Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INCORPORATOR

The name and street address of the persons signing these Articles Of Incorporation as the incorporator is:

**EDWARD L. WILLIAMS
6425 Arundel Drive
Orlando, Florida 32818-6809**

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata shares thereof at the price at which it is offered to others.

ARTICLE IX DIRECTORS

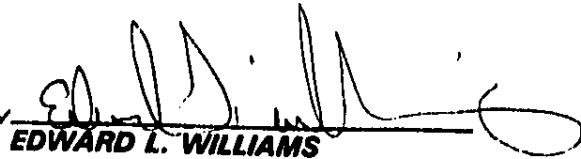
This corporation shall have three Directors, initially, the name and street address of the initial member of the Board of Directors is:

HOWARD BROWN
6425 Arundel Drive
Orlando, Florida 32818-6809

HORACE ROSS
6425 Arundel Drive
Orlando, Florida 32818-6809

EDWARD L. WILLIAMS
6425 Arundel Drive
Orlando, Florida 32818-6809

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this ____ day of January, 1996.


EDWARD L. WILLIAMS

STATE OF FLORIDA
COUNTY OF ORANGE

*The foregoing instrument was acknowledged before me this 2nd day of January, 1996, by **EDWARD L. WILLIAMS**, who has produced a FL Driver License as identification and to be the person described as Incorporator and executed the foregoing Articles Of Incorporation.*


Notary Public

My commission expires:



OFFICIAL SEAL
SYLVIA E. FRYE
My Commission Expires
May 15, 1996
Comm. No. CC 196308


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

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

That N.P.I., CO. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles Of Incorporation, at 6425 Arundel Drive, Orlando, Orange County, State Of Florida, has named EDWARD L. WILLIAMS, located at 6425 Arundel Drive, Orlando, Orange County, 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-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


EDWARD L. WILLIAMS
Registered Agent

BLAIR M. JOHNSON, P.A.
ATTORNEY AT LAW
P. O. BOX 770498
426 S. DILLARD STREET
WINTER GARDEN, FLORIDA 34777-0498

(407) 858-5521

FAX (407) 858-0305

August 13, 1997

P96000013101

Department Of State
Division Of Corporation
Attention: Amendment Division
The Capitol
Tallahassee, Florida 32304

re: N.P.I., Inc. Articles Of Amendment

Dear Reader:

Enclosed is the original Articles Of Amendment To The Articles Of Incorporation Of N.P.I., Inc. Also enclosed is my check in the amount of \$35.00 representing payment for filing.

Please file the enclosed Articles Of Amendment and return a stamped copy to the undersigned.

Thank you for your courtesies in this matter.

900002259649-7
-08/18/97-01079-10
*****35.00 ***** 35.00

Sincerely,

*Kathy Dickey Authorized
to correct supplies*

Kathy
Kathy Ann Dickey
Legal Secretary to
Blair M. Johnson, Esquire

FILED
97 AUG 18 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

kad
Enclosures
cc: Edward Williams

*Amend
LFT
8-25-97*

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
N.P.L. CO.**

FILED

97 AUG 18 AM 10:46

**TO: Department Of State
Tallahassee, Florida 32304**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles Of Amendment to its Articles Of Incorporation:

1. The name of the corporation is **N.P.L. CO.**
2. The Board Of Directors and the shareholders have approved this Amendment To The Articles Of Incorporation on 7-31-97, in the manner prescribed by the Florida General Corporation Act. The amendment is as follows:

ARTICLE X NON-VOTING STOCK

Of the Seven Thousand Five Hundred (7,500.00) authorized shares of stock Three Hundred Thirty Four (334) of the shares shall be non-voting shares. The owner of common non-voting stock shall participate in any dividends, which may be declared from time to time, and shall be entitled to participate in the assets of the corporation upon liquidation, in accordance with the shareholder's percentage of ownership in the total outstanding stock in the corporation. However, the owner of non-voting stock shall not be entitled to vote in any matters affecting the corporation, except as may be required by law. The remaining shares of stock shall be common voting shares and the owners of such common voting stock shall be entitled to participate in any dividends, which may be declared from time to time, to participate in the assets of the corporation upon liquidation, in accordance with

the shareholder's percentage of the total outstanding stock in the corporation and shall further be entitled to vote upon any matters affecting the corporation upon which shareholders are entitled to vote as provided in the Bylaws, Articles Of Incorporation or under Florida Law. Each owner of common voting stock shall be permitted one (1) vote for each share of common voting stock said shareholder holds in said corporation.

The non-voting share certificates shall be endorsed as follows:

"These shares are non-voting shares as provided in the Amendment To The Articles Of Incorporation of N.P.I., CO. dated July 31, 1997."

4. The designation and number of outstanding shares of each class entitled to vote on the Amendment To The Articles Of Incorporation as a class were as follows:

| Class | Number of Shares |
|---------------|------------------|
| Common Voting | 1,000 |

5. The number of shares voted in favor of such amendment was 1,000; and the number of shares voted against such amendment was 0.

N.P.I., CO.

By Howard Brown
HOWARD BROWN as President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared **HOWARD BROWN**, to me known to be the person described as President of N.P.I., CO. and who executed the foregoing Amendment Articles Of Amendment To The Articles Of Incorporation Of N.P.I. INC. and acknowledged before me that he subscribed to these Articles on 7-31-97.

[Signature]
Notary Public

My commission expires:

K:\corporat\Articles Of Amendment to add non-voting stock N.P.I.

