

4960000019050
JAMES D. SPARKS
1795 Lakeview Village Drive
Brandon, Florida 33510
(813) 654-8005

February 9, 1996

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

200001712972
-02/13/96--01026--007
*****70.00 *****70.00

Re: Shaft Matcher, Inc.

Dear Reader:

Enclosed for filing are the Articles of Incorporation of the above-referenced Corporation, along with a money order payable to the Secretary of State in the amount of \$70.00, representing the fee for filing of the Articles and registration of registered agent.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

James D. Sparks
James D. Sparks

JDS/pst
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 10:23

ARTICLES OF INCORPORATION

OF

Shaft Matcher, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 12 AM 10:23

The undersigned hereby adopts 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 the corporation is: Shaft Matcher, Inc.

ARTICLE II
DURATION

The corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are to engage in any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value stock which shall be designated "Common Shares."

ARTICLE V
RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares or allowance of preemptive rights.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the corporation is: JAMES D. SPARKS,
1795 LAKEVIEW VILLAGE DRIVE, BRANFORD, FL 33510.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall not have less than one Director and not more than seven Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

NAME	ADDRESS
<u>JAMES D. SPARKS</u>	<u>1795 LAKEVIEW VILLAGE DR.</u> <u>BRANDON, FL 33510</u>

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
<u>JAMES D. SPARKS</u>	<u>1795 LAKEVIEW VILLAGE DR.</u> <u>BRANDON, FL 33510</u>

ARTICLE IX
BY-LAWS

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

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of execution and acknowledgement of these Articles of Incorporation by the Incorporator; however, in the event these Articles are not filed with the Secretary of State within five (5) days of execution and acknowledgment, the effective date shall be the date these Articles are filed with the Secretary of State.

**ARTICLE XII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 1795 LAKEVIEW VILLAGE DR., BRANDON, FL 33510.

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may be altered or amended by resolution, adopted by the Board of Directors and presented to and approved by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

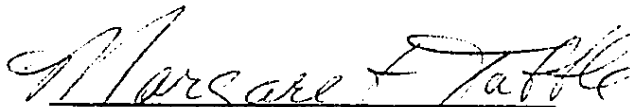
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of JANUARY, ~~1996~~ 1996.


JAMES D. SPARKS
Incorporator

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES D. SPARKS known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that the same was freely and voluntarily executed for the purposes therein expressed and who produced Florida Drivers License No. _____ as identification and who took an oath.

WITNESS my hand and official seal this 29th day of JANUARY, ~~1996~~ 1996.


Notary Public, State of
at Large

My Commission Expires: 3/25/97



MARGARET TUTTLE
My Commission CC271846
Expires Mar 25, 1997
Bonded by F&I
800-422-1863

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 10:23

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SHAFT MATCHER, Inc., a Florida corporation, with its registered office as indicated in the Articles of Incorporation, at 1795 LAKEVIEW VILLAGE DR., BRANDIN, FL 33510 has named JAMES D. SPARKS as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: James D. Sparks
JAMES D. SPARKS,
Registered Agent

(INCORPOR\ARTICLE.FRM)