

C. ANDREW COOMES

ATTORNEY AT LAW

501 E. Church St. • Orlando, FL 32801 • (407) 843-0062 • Fax (407) 843-4362

April 4, 1996

P96000031774

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/05/96--01079--007
****122.50 ****122.50

Re: REMPCO, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation. Please call me as soon as the articles have been filed so that I may know the corporate charter number for this corporation.

Also enclosed is a check in the amount of \$122.50 which will cover the \$35.00 filing fee, \$52.50 fee for certified copy and \$35.00 registered agent fee.

The initial director of the corporation will be as follows:

Mary C. Agustin, Director
2923 Car Cross Court
Orlando, FL 32837

The office address for the corporation in Florida is:

2112 West Church Street
Orlando, Florida 32801

Yours very truly,


C. Andrew Coomes

CAC/atr
enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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4/11

ARTICLES OF INCORPORATION

OF

REMPCO, INC.

ARTICLE I

NAME

The name of this corporation is REMPCO, INC.. The principal place of business of the corporation shall be 2112 W. Church Street, Orlando, Florida 32801.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on April 1, 1996.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in manufacturing and sale of commercial and industrial products and for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 501 East Church Street, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is C. Andrew Coomes.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

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DIVISION OF CORPORATIONS
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Mary C. Agustin
2923 Car Cross Court
Orlando, Fl 32837

ARTICLE VII

INCORPORATORS

The name and address of the person signing these articles is:

Mary C. Agustin
2923 Car Cross Court
Orlando, Fl 32837

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of majority of the shares outstanding (or their proxies) shall be necessary to exercise that power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

ARTICLE X

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.

ARTICLE XI

PREEMPTIVE RIGHTS OF SHAREHOLDERS

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

RESTRICTION ON TRANSFER OF STOCK

Shares of stock in this corporation may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 4th day of April, 1996.

Mary C. Agustin
Mary C. Agustin

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of April by 1996, by Mary C. Agustin who has produced a valid Florida driver's license No. A223-580-45-922-0 as identification and who did take an oath.

A. T. Rodgers
A. T. Rodgers
Notary Public, State of Florida
My Commission expires: 4/22/96
My Commission No.: CC 187812



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: REMPCO, INC.

The name and address of the registered agent and office is:

C. ANDREW COOMES, Esq.
501 East Church Street
Orlando, Florida 32808

Signature Mary C. Agustin
Mary C. Agustin
(corporate officer)

Title Director

Date 4-4-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE C. A. Coomes

DATE April 4, 1996

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