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NELLIE DENNY WALTER, E.A.*
POST OFFICE BOX 610
ORANGE SPRINGS, FL 32182
(352) 546-5542

April 19, 1996

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***122.50 ***122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation of MARSHALL INDUSTRIES, INC. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, and cost of a certified copy of the articles. Please send a certified copy to me.

Thank you in advance for your prompt attention to this matter.

Sincerely,


Nellie Denny Walter, E.A.

MSB
5/1/96

FILED
96 APR 26 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Enrolled to Represent Taxpayers Before the Internal Revenue Service

ARTICLE I

FILED

NAME OF CORPORATION

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The name of this Corporation shall be:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARSHALL INDUSTRIES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety association, fraternal benefit society, state fair or exposition .

In addition the Corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a par value of \$10.00 per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4650 NE 97th St. Rd., Anthony, Florida. The corporation has designated as its registered agent, **BERTRUM MARSHALL**.

ARTICLE VII

PRINCIPAL OFFICE

The principal office and the registered office are the same. The mailing address of the principal office of this corporation is 4650 NE 97th St. Rd., Anthony, FL 32617.

ARTICLE VIII

DIRECTORS

This corporation shall have 2 (two) 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 (1) or more than five (5). The names and addresses of the initial Director(s) of this Corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Bertrum Marshall	4650 NE 97th St. Rd. Anthony, FL 32617
Joanne Marshall	4650 NE 97th St. Rd. Anthony, FL 32617

ARTICLE IX

INCORPORATORS

The name and addresses of each Incorporator of this corporation and the number of share of stock each agrees to take are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Bertrum Marshall	4650 NE 97th St. Rd. Anthony, FL 32617	50
Joanne Marshall	4650 NE 97th St. Rd. Anthony, FL 32617	50

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of April, 1996.

Bertrum Marshall

Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 19th day of April, 1996.

NELLIE D. WALTER
Notary Public, State of Florida
My Comm. Expires Apr. 18, 1998
No. CC 385306
Bonded Thru Official Notary Service

Nellie D. Walter
Notary Public-State of Florida

CERTIFICATE DESIGNATING (OR CHANGING) 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:

First - That MARSHALL INDUSTRIES, INC.
desiring to organize under the laws of the state of Florida with
its principal office, as indicated in the articles of incorporation
at Anthony, County of Marion, State of Florida, has named BERTRUM
MARSHALL located at 4650 NE 97th St. Rd., City of Anthony,
County of Marion, State of Florida, as its agent to accept service
or process within this state.

ACKNOWLEDGEMENT:

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

By Bertrum Marshall
Signature

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, personally appeared
BERTRUM MARSHALL, to me well known to be the person who executed
the foregoing Articles of Incorporation and acknowledged before me,
according to law, that he made and subscribed the same for the
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
19th day of April, 19 96.

NELLIE D. WALTER
Notary Public, State of Florida
My Comm. Expires Apr. 18, 1998
No. CC 385306
Bonded thru Official Notary Service

Nellie D. Walter
Notary Public-State of Florida

My commission expires:
4-18-98

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96 APR 26 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA