

P96 0000 39458

Francis J. Marciniak
4849 Wingrove Blvd.
Orlando, FL 32819

MANCH
April 22, 1996

FILED
MAY -3 AM 10:57
TALLAHASSEE, FLORIDA

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

100001769401
-04/04/96--01061--014
*****70.00 *****70.00

Re: DYNABILT MANUFACTURING COMPANY

Dear Sir/Madam

Enclosed, please find an original and one (1) copy of the Articles of Incorporation of the above-referenced corporation effective as of the date executed and acknowledged along with my check in the amount of \$70.00 for filing of the same.

Please return one (1) certified copy of the Articles to the undersigned in the enclosed, self-addressed, stamped envelope provided for your convenience in handling.

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

Very truly yours,


Francis J. Marciniak

FJM/tjs
Enclosures

~~W96-7723~~

f.o.

296 A 16406

R. CHESSEER

MAY 8 1996

CH

8 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1996

FRANCIS J MARCINIAK
4849 WINGROVE BLVD
ORLANDO, FL 32819

SUBJECT: DYNABILT MANUFACTURING COMPANY
Ref. Number: W96000007723

We have received your document for DYNABILT MANUFACTURING COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 296A00016406

ARTICLES OF INCORPORATION
OF
DYNABILT MANUFACTURING COMPANY

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and they hereby agree and certify as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be DYNABILT MANUFACTURING COMPANY (the "Corporation").

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date that these Articles of Incorporation are placed under seal with the Secretary of State of the State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees.
- (e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced, or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.
- (g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of value of any property or rights or interest in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To enter into, make receive assignments of, grant assignments of, and perform contracts of every nature and kind for lawful purpose.
- (j) To lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.
- (l) To elect or appoint officers and agents and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, or educational purposes.
- (o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue 7,500 shares of voting common stock, having a par value of \$1.00 per share, which shall be designated "Common Stock".

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 4849 Wingrove Blvd., Orlando, FL 32819, and the initial registered agent of the Corporation at that address shall be Francis J. Marciniak. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Initial Board of Directors of the Corporation shall consist of one (1) directors. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

Francis J. Marciniak
4849 Wingrove Blvd.
Orlando, FL 32819

PRINCIPAL OFFICE:
Dynabilt Mfg. Co.
5501 FORCE FOUR PARKWAY
ORLANDO, FL 32839

ARTICLE VII

INCORPORATOR(S)

The name and street address of the persons signing these articles as incorporators are:

Francis J. Marciniak
4849 Wingrove Blvd.
Orlando, Florida, 32819

DYNABILT MFG. CO.
5501 FORCE FOUR PARKWAY
ORLANDO, FL. 32839

ARTICLE VIII

BYLAWS

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

ARTICLE IX

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned persons do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 29th day of March, 1996.



Francis J. Marciniak

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, a Notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Francis J. Marciniak and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29th day of March 1996.

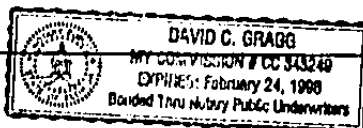
(NOTARIAL SEAL.)



Notary Public

My Commission

Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED**

AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted: Articles of Incorporation and Bylaws for DYNABILT MANUFACTURING COMPANY (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Francis J. Marciniak as its Registered Agent to accept service of process within the State of Florida with its registered office located at: 4849 Wingrove, Orlando, FL 32819

ACKNOWLEDGMENT

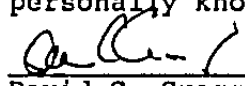
I, Francis J. Marciniak, having been named as Registered Agent, for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all of the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

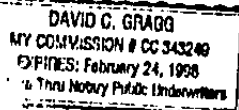
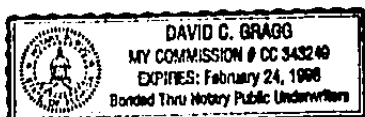
DATED this 31st day of March, 1991.


Francis J. Marciniak

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of April, 1996 by Francis J. Marciniak, who is personally known to me and who did take an oath.


David C. Gragg
Notary Public



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CLERK OF STATE
TALLAHASSEE, FLORIDA