

DAVID A. MONACO HORACE SMITH, JR. CHARLES D. HOOD, JR. TERENCE R. PERKINS WILLIAM E. LOUCKS LARRY R. STOUT MICHAEL S. ORFINGER ERIC K. NEITZKE SCOTT A. SELIS STUART M. ADDRESS MARY KATHERINE VILLANI CLAY L. MFEK ANNE F. CARLUCCIY JEFFREY E. BIGMAN

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

P. O. BOX 15200 DAYTONA BEACH, FLORIDA 32115-5200 444 SEABREEZE BOULEVARD BUITE 900 DAYFONA BEACH, FLORIDA 32118-3953 Telephone (904) 254-6875 FaceInile (904) 257-1834

JIARRY G. McCONNELL Of Counsel

May, 8 1996

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Secretary of State Corporate Division P.O. Box 6327 Tallahassee, FL 32304

Re: Daytona Brite Plastix, Inc.

Dear Sir:

Enclosed herewith are the proposed Articles of Incorporation of the above referenced is corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. A copy of the letter from the Secretary of State to CSC Networks is enclosed to confirm that they reserved the name for our firm.

When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles of Incorporation for that purpose.

My check is enclosed to cover the following expenses:

Filing Fee Certified Copy Registered Agent Fee TOTAL \$ 35.00 52.50 <u>35.00</u> \$ 122.50

Thank you for your attention to this matter. With best regards, I remain,

Kery truly yours, Laì Stout

LRS/chr Encl.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 2, 1996

CSC NETWORKS

The name DAYTONA BRITE PLASTIX, INC. has been reserved for 120 days beginning May 2, 1996. The reservation number is R96000002231 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 596A00021308

ARTICLES OF INCORPORATION

OF

DAYTONA BRITE PLASTIX, INC.

The undersigned subscriber to these Articles of Incorporation hereby intends to form a Corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation shall be Daytona Brite Plastix, Inc.

ARTICLE II DURATION

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III PURPOSE

The purpose and the general nature of the business to be transacted by this Corporation is the conducting of any lawful business; the buying, selling, leasing of real and personal property; to manufacture, purchase or otherwise acquire, and 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, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. 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.

To contract debts and borrow money, issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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To purchase the corporate assets of any other corporation and engage in the same or other type of business.

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 evidences 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.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, it being intended that this Corporation shall exercise all powers generally granted to corporations under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock at a par value of \$1.00 per share, all of which shall be fully paid and non-assessable.

ARTICLE V PRE-EMPTIVE 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 share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and principal office of this Corporation is:

1121B State Avenue Holly Hill, FL 32117

The name of the initial registered agent of this Corporation at the address is:

Scott Vedder 1121B State Avenue Holly Hill, FL 32117

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this Corporation is:

Scott Vedder 1121B State Avenue Holly Hill, FL 32117

William G. Proasi 1121B State Avenue Holly Hill, FL 32117 Kenneth D. Clay 1121B State Avenue Holly Hill, FL 32117

Jim Plemmons 1121B State Avenue Holly Hill, FL 32117

ARTICLE VIII INCORPORATOR

Name and address of the person signing these Articles is:

Scott Vedder 1121B State Avenue Holly Hill, FL 32117

ARTICLE IX BY-LAWS

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

ARTICLE X ACTION BY DIRECTORS

The Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE XI CONFLICTS

No contract or other transactions between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit

or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation this 8th day of May, 1996.

LAURY R. STOUT MY COMMISSION & CC 193320 EXPIRED: May 23, 1990

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STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 8th day of May, 1996, by Scott Vedder, who is (*check one*) [4] personally known to me, or [3] has produced her driver's license as identification.

Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation, at 1121B State Avenue, Holly Hill, FL 32117, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.

Scott Vedder



January 6, 1997

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Subject: Daytona Brite Plastix, Inc. (P96000042247)

Enclosure: Articles of Amendment to Articles of Incorporation

The enclosed document(s) relating to the subject Florida corporation are submitted for processing. A fee of \$35.00 is enclosed.

Please return the certification of approval to:

JOSEPH E. DENNISON PO Box 4039 South Daytona FL 32121 600002055816---3 -01/13/97--01067--013 *****35.00 *****35.00

Thank you.

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Very truly yours,

H E. DENNISOÑ countant

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Accounting and Taxes

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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DAYTONA BRITE PLASTIX, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I. NAME shall be amended as follows:

The name of this Corporation shall be:

CET ANODIZE, INC.

SECOND: The date of this amendment adoption is January 1, 1997.

THIRD: Amendment approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 6th day of January, 1997.

SCOTT VEDDER President

P96000042247