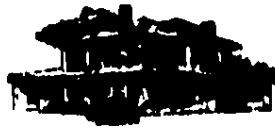


P96000043353

ROBERT A. CARR\*  
RICHARD "RICK" DANIELA  
JOHN W. FROST II\*  
NIAL L. O'TOOLE\*  
THOMAS C. SAUNDERS\*  
MARK A. SHUMS  
JOHN MARC TAMAYO  
ROBERT H. VAN HART

LA SOUTHERN  
FROST, O'TOOLE & SAUNDERS  
PROFESSIONAL ASSOCIATION



395 South Central Avenue  
Bartow, Florida 33430

Post Office Box 2188  
Bartow, Florida 33831-2188

Telephone: 941-533-0314  
Telecopier: 941-533-8983  
Toll Free: 800-533-0967

\*Board Certified Civil Trial Lawyer

May 10, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 15 PM 4:23:50  
-05/15/96--01120--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Clark Industrial Construction, Inc.  
Our File No. 4939-1


Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for Clark Industrial Construction, Inc. I am enclosing my firm's check in the amount of \$122.50 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

FROST, O'TOOLE & SAUNDERS, P.A.

  
Neal L. O'Toole

NLO/ka  
Enclosures  
cc: Mr. James Clark

PH/5/21/96

**ARTICLES OF INCORPORATION  
OF  
CLARK INDUSTRIAL CONSTRUCTION, INC.**

**FILED**

96 MAY 15 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is: CLARK INDUSTRIAL CONSTRUCTION, INC. The principal office of the corporation is 1600 Homeland Garfield Road, Homeland, Florida 33847, and the mailing address of the corporation is the same.

**ARTICLE II - DURATION**

The duration of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of the Corporation is 395 South Central Avenue, Bartow, FL, 33830, and the name of its Initial Registered Agent at that address is Neal L. O'Toole.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors is four (4). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

James R. Clark, President/Secretary  
1600 Homeland Garfield Road  
Homeland, FL 33847

Harry W. Kirmeyer, Vice President/Treasurer  
1600 Homeland Garfield Road  
Homeland, FL 33847

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is as follows:

James R. Clark  
1600 Homeland Garfield Road  
Homeland, FL 33847

#### **ARTICLE VIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

#### **ARTICLE X - PRE-EMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock or any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### **ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

<b>SHAREHOLDER</b>	<b>NUMBER OF SHARES</b>
James R. Clark	51
Harry W. Kirmeyer	49

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### **ARTICLE XII - BYLAWS**

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### **ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida

Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE XIV - VOTING OF SHARES**

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

#### **ARTICLE XV** **QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING**

A quorum of shareholders shall consist of 100% of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13<sup>th</sup> day of May, 1996.

  
James R. Clark

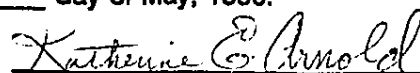
STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared James R. Clark, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13<sup>th</sup> day of May, 1996.



KATHERINE E. ARNOLD  
My Commission CC465250  
Expires Jun. 23, 1999  
Bonded by ANB  
800-852-6878

  
Katherine E. Arnold  
Notary Public, State of Florida

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 MAY 15 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement 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.

  
Neal L. O'Toole

Date: May 10<sup>th</sup>, 1996.

STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared Neal L. O'Toole, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

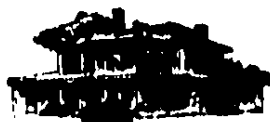
WITNESS my hand and official seal this 10<sup>th</sup> day of May, 1996.



KATHERINE E. ARNOLD  
My Commission CC465260  
Expires Jun. 23, 1999  
Bonded by ANB  
800-852-5878

  
Notary Public, State of Florida

LAW OFFICES  
**FROST, O'TOOLE & SAUNDERS**  
PROFESSIONAL ASSOCIATION



395 South Central Avenue  
Dartow, Florida 33830

Post Office Box 2188  
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Telephone: 941-533-0314  
Telecopier: 941-533-8985  
Toll-free: 800-533-0967

ROBERT J. ARANDA  
RICHARD "RICK" DANZIGER  
CONNIE C. DUBOINCH  
JOHN W. FROST II\*†  
NEAL L. O'TOOLE\*†  
THOMAS C. SAUNDERS\*†  
MARK A. SISKUMS††  
JOHN M. TAYLOR

\* Board Certified Trial Lawyer  
† Board Certified Business Litigation Lawyer  
†† Board Certified Maritime Family Lawyer

September 2, 1997

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

Re: Clark Industrial Construction, Inc.; Our File 4939-1

Gentlemen:

Enclosed please find the original of an Affidavit of Resignation of Officer And/Or Director for Clark Industrial Construction, Inc. which was incorporated May 15, 1996, and whose document number is P96000043353. Also enclosed is my firm's check in the amount of \$35 to cover the filing fee for this document.

Thank you for your cooperation in this request. Should you have any questions or concerns, please feel free to contact me at the above-referenced toll-free phone number.

Very truly yours,

FROST, O'TOOLE & SAUNDERS, P.A.

Neal L. O'Toole

NLO/ka  
Enclosure

cc: Mr. James Clark  
Mr. Harry Kirmeyer

500002287585--5  
-09/08/97--01151--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RECEIVED  
TALLAHASSEE, FLORIDA

97 SEP -8 PM 1:40

FILED

P96000043353  
285  
6-12-97  
6-15-97



Florida Department of State, Jim Smith, Secretary of State

**AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR**

STATE OF FLORIDA  
COUNTY OF POLK

I, James R. Clark after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, James R. Clark hereby resign as President, Secretary and Director of Clark Industrial Construction, Inc., a Florida corporation.;

That the corporation had been notified in writing of the resignation.

James R. Clark  
JAMES R. CLARK

Sworn to and subscribed before me on this 25<sup>th</sup> day of August, 1997  
by James R. Clark who is personally known to me or had produced  
as identification.



KATHERINE E. ARNOLD  
My Commission CC469280  
Expires Jun. 23, 1999  
Bonded by ANB  
800-882-5878

Katherine E. Arnold  
NOTARY PUBLIC -- STATE OF FLORIDA

Katherine E. Arnold  
[Print, type, or stamp commissioned  
name of notary]