

**Frazer  
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& Brandt  
Trask**  
Attorneys At Law

**P96000049810**

JOHN P. FRAZER  
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MARK W. BRANDT  
THOMAS J. TRASK

June 3, 1996

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-06/11/96--01121--005  
\*\*\*122.50 \*\*\*122.50

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

Gentlemen:

Enclosed are two executed Articles of Incorporation for  
Industrial Engineering Associates, Inc. and a check for filing  
fees in the amount of \$122.50. Please file the articles as soon  
as possible and return one certified copy to my attention.

Sincerely,



Mark W. Brandt  
cm

Enclosures

cc: William Coleman

96 JUN 10 PM 3:31  
RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

63 6/11/96

**ARTICLES OF INCORPORATION**

**OF**

**INDUSTRIAL ENGINEERING ASSOCIATES, INC.**

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RECEIVED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Industrial Engineering Associates, Inc., and its street address is 3107 S. Canal Drive Palm Harbor, Florida 34684.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to act in a consulting capacity and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 per value common stock.

**ARTICLE V - PREEMPTIVE 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

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Dunedin, FL 34698

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

The street address of the initial registered office of this corporation is 3107 S. Canal Drive, Palm Harbor, Florida 34684, and the name of the registered agent of this corporation at that address is William L. Coleman.

#### **ARTICLE VII - INCORPORATORS**

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

William L. Coleman

3107 S. Canal Drive  
Palm Harbor, FL 34684

#### **ARTICLE VIII - BYLAWS**

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

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall

be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

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#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

#### **ARTICLE XX - AMENDMENT**

This 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 XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and


6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30 day of May, 1996.

  
William L. Coleman

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of May, 1996, by William L. Coleman, ~~who is personally known to me~~ who has produced Florida license as identification.

  
Notary Public

My Commission Expires:



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& Brandt  
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FILED

96 JUN 10 PM 3:31

CLERK OF THE DISTRICT COURT  
TALLAHASSEE, FLORIDA

**CERTIFICATE**

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **Industrial Engineering Associates,  
Inc.** desiring to organize or qualify under the laws of the State  
of Florida, with the principal place of business at 3107 S.  
Canal Drive in the City of Palm Harbor, Florida 34684, has named  
**William L. Coleman** as its resident agent to accept service of  
process within Florida.

Signature: *W.L. Coleman*

Title: President

Date: May 30, 1996

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature: *W.L. Coleman*

Date: May 30, 1996

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