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MOODY & SALZMAN, P.A.

ATTORNEYS & COUNSELORS AT LAW

300 EAST UNIVERSITY AVENUE, SUITE A

POST OFFICE DRAWER 2739

GAINESVILLE, FLORIDA 32602

TELEPHONE (352) 373-6791

TELEFAX (352) 377-2861

C. GARY MOODY*
ANTHONY J. SALZMAN**
JOHN M. CROTTY

PERSONAL INJURY AND WRONGFUL DEATH
WORKERS' COMPENSATION
FAMILY LAW
SOCIAL SECURITY LAW
BANKING LAW
GENERAL PRACTICE

*BOARD CERTIFIED IN CIVIL TRIAL LAW

**BOARD CERTIFIED IN WORKERS' COMPENSATION

July 2, 1996

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

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-07/05/96--01007--011
****122.50 ****122.50

RE: REED'S WELDING, INC.

Dear Sir or Madam:

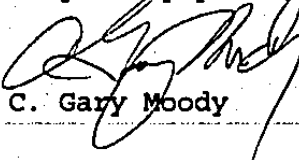
Enclosed please find:

1. Articles of Incorporation of REED'S WELDING, INC., a profit corporation.
2. Acceptance of Registered Agent.
3. My firm check in the amount of \$122.50 for:
 - a. Filing Fee \$ 35.00
 - b. Certified Copy of Charter \$ 52.50
 - c. Registered Agent Designation Fee \$ 35.00

Total \$122.50

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours,


C. Gary Moody

CGM/sjf

Enclosures

FILED
96 JUL -3 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6B 7/8/96

**ARTICLES OF INCORPORATION
OF
REED'S WELDING, INC.**

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96 JUL -3 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is REED'S WELDING, INC.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 13591 N. Main Street, Jacksonville, FL 32218.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted 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 issue and have outstanding at any one time is one million (1,000,000) shares of common stock with a par value of one cent (\$.01) per share.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

C. Gary Moody
MOODY & SALZMAN, P.A.
500 E. University Avenue, Suite A
Post Office Box 2759
Gainesville, Florida 32602-2759

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

ROBERT R. DEINZER
1512 Menlo Avenue
Jacksonville, FL 32218

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

C. GARY MOODY
500 E. University Avenue, Suite A
Gainesville, FL 32601

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BYLAWS.

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

ARTICLE XII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

ARTICLE XIII. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 2 day of July, 1996.



INCORPORATOR
C. Gary Moody

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 2nd day of July, 1996,
by C. GARY MOODY, who is personally known to me, and who did/did not take an oath.



NOTARY PUBLIC

Typed Name:

Commission No.:

Commission Expires:



SHIRLEY K. GARSON
MY COMMISSION # CC 300633
EXPIRES July 07, 1997

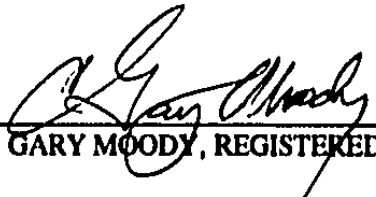
STATE OF FLORIDA
DEPARTMENT OF STATE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

Dated: July 2, 1996


C. GARY MOODY, REGISTERED AGENT

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96 JUL -3 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA