

796000075647

August 26, 1996

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

0000018314300
-08/28/96 -01055 -013
*****70.00 *****70.00

Re: **Fiberglass Molds Unlimited, Inc.**
(Proposed Corporate Name)

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

From: **Mark W. Scott**
423 Shearer Blvd.
Cocoa, Florida 32922
(407) 633-7323

Thank you for your consideration in this regard.

Enclosures

FILED
96 SEP 11 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1196-18409~~

~~178-112,471~~

AB 9-11



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 4, 1996

MARK W. SCOTT
423 SHEARER BLVD.
COCOA, FL 32922

SUBJECT: FIBERGLASS MOLDS UNLIMITED, INC.
Ref. Number: W96000018409

We have received your document for FIBERGLASS MOLDS UNLIMITED, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of Incorporation must be consistent throughout the 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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 096A00041316

ARTICLES OF INCORPORATION
OF
FIBERGLASS MOLDS UNLIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of this Corporation hereby organized.

ARTICLE I
NAME

The name of this Corporation shall be Fiberglass Molds Unlimited, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

PURPOSE AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

Section 2. This Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time, and including, but not limited to, the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others, and to manufacture, purchase, or otherwise acquire, and to own, mortgage or pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property, and services of every class, kind, and description, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, cemetery company, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition.

- (b) To act as broker, agent, or factor for any person, firm, or corporation,
- (c) To purchase, lease or otherwise acquire real and personal property, leaseholds thereof, and interests therein, and to own, hold manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise encumber any and all such property and any and all legal equitable rights thereunder and interests therein.
- (d) To borrow or raise money for any of the purposes of this Corporation, and from time to time, without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments, and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance, or other assignment in trust, in whole or in part, of the assets of this Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (e) 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, security, or other evidence 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.
- (f) To enter into, make, perform, and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of this Corporation or business of a similar nature with any person, public, or municipal body existing under the government of the United States, or any state, territory, colony or dependency thereof, or foreign government insofar as, or to the extent that, the same may be done or performed pursuant to law.
- (g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise with any person, firm, or corporation now carrying on, or about to carry on, any business which this Corporation has the direct or incidental authority to pursue.
- (h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer, or other disposition of any of its outstanding stock by any of its Shareholders. The manner and form, as well as all relevant terms, conditions, and details hereof, shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do, in any part of the world, as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the

world, at which meetings of Directors may be held and all or any part of this Corporation's business may be in any and all other states, territories, districts, dependancies, colonies, or possessions in the United States of America, and in any foreign countries.

(j) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV **CAPITAL STOCK AND DIVIDENDS**

The amount of capital stock authorized shall consist of Seven Thousand Five Hundred (7,500) shares of common voting stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for this Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The capital stock of this Corporation may at any time be increased or decreased as provided by the laws of Florida. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in either cash or in property solely out of the unreserved and unrestricted earned surplus of this Corporation, and dividends payable in shares of the capital stock of this Corporation solely out of any unreserved and unrestricted surplus of this Corporation, as provided by Florida Law.

ARTICLE V **SHARES NOT TO BE DIVIDED INTO CLASSES**

The shares of capital stock of this Corporation are not to be divided into classes.

ARTICLE VI **NO SHARES ISSUED IN SERIES**

The shares of the capital stock of this Corporation are not to be issued in series.

ARTICLE VII **INITIAL CORPORATE ADDRESS AND** **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of this Corporation is 423 Shearer Blvd., Cocoa, Florida, 32922. The street address of the initial registered office of this Corporation is 423 Shearer Blvd., Cocoa, Florida 32922, and the name of initial Registered Agent of this Corporation at that address is MARK W. SCOTT, 423 Shearer Blvd., Cocoa, Florida 32922.

ARTICLE VIII **INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws. The names and addresses of the initial Board of Directors of this Corporation are: Mark W. Scott, 169 Via Havarro, Merritt Island, Florida 32953; Laura L. Scott, 169 Via Havarro, Merritt Island, Florida 32953; Michelle T. Phillips, 3030 Yukon Ct., Melbourne, Florida 32935, and Tom Phillips, 3030 Yukon Ct., Melbourne, Florida 32935.

ARTICLE IX **INCORPORATOR**

The name and address of the Incorporator of this Corporation is: Mark W. Scott, 423 Shearer Blvd., Cocoa, FL 32922.

ARTICLE X **INDEMNIFICATION**

This Corporation shall indemnify any Officer, Director, or Employee of this Corporation, or any former Officer, Director, or Employee of this Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XI **AMENDMENT**

Unless otherwise set forth herein, this Corporation reserves the right, in accordance with the Florida General Corporation law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII **PROVISIONS FOR REGULATION OF THE** **INTERNAL AFFAIRS OF THIS CORPORATION**

For the regulation of the business, and for the conduct of the affairs of this Corporation, to create, divide, limit, and regulate the powers of this Corporation, the Board of Directors and the Shareholders', provisions are made as follows:

(a) General authority is hereby conferred upon the Board of Directors of this Corporation, except as the Shareholders may otherwise from to time provide or direct, to fix the consideration for which the shares of stock of this Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporators, the Shareholders, and the Board of Directors of this Corporation, and for all purposes, may be held at any place, either inside or outside of the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine, and vary the amount of the working capital of this Corporation, and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion, the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of this Corporation, or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the Officers and Directors, all or each of them, in such sum and for an amount as may seem reasonable in and at their discretion.

(f) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders entitled to vote and holding a majority of the stock of this Corporation, at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(g) Any Officers of this Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.

(h) No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or Officers of this Corporation is, or are, interested in, or is a Director or Officer or are Directors or Officers, of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or Officers of this Corporation are personally interested therein. Any Director or Directors, Officer or Officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of or with this Corporation, or in which this Corporation is interested; and no contract, act, or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any Director or Directors, or Officer or Officers of this 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, association, or corporation. Each and every person who may become a Director or Officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with this Corporation for the benefit of himself or of any firm, association, or corporation in which he may be in any way interested.

(l) Subject always to Bylaws made by the Shareholders, the Board of Directors may make Bylaws and from time to time alter, amend, or repeal any Bylaws, but any Bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

ARTICLE XIII
PREEMPTIVE STOCK RIGHTS

(a) Shareholders of this Corporation shall have preemptive rights to acquire their pro rata share of stock of this Corporation for all issues of any class of stock of this Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by this Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares.

(b) This Article pertains to preemptive rights and may not be amended or deleted without the unanimous vote of the Shareholders of each affected class.

(c) No issue of stock of this Corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the Shareholders of this Corporation.

(d) These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of this Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of this Corporation.

The undersigned Incorporator has executed these Articles of Incorporation this 20th day of August, 1996.



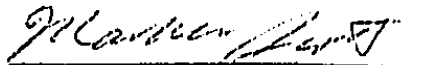
MARK W. SCOTT,
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 SEP 11 PM 3:19
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

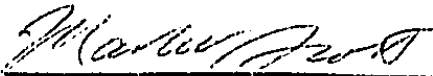
FIRST THAT FIBERGLASS MOLDS UNLIMITED, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF COCOA, STATE OF FLORIDA, HAS NAMED MARK W. SCOTT, LOCATED AT 423 SHEARER BLVD., COCOA, FLORIDA 32922, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Mark W. Scott

Date: August 26, 1996.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark W. Scott

Date: August 26, 1996.