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Jeffrey J. Mouch

Thomas K. Belarrino Jr.  
James M. Bhuler  
Larry E. Solomon  
Neil C. Spector  
IN REPLY ADDRESS FIRM AT  
P.O. Box 4137  
SARASOTA, FL 34230

September 12, 1996

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

Re: **Articles of Incorporation**  
**McZimm Manufacturing, Inc.**  
**Our File No.: 96-2066**

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-09/17/96--01103--019  
+++122.50 +++122.50

Gentlemen:

Please find enclosed, the original Articles of Incorporation, and our Designation of Resident Agent, along with copies of each. I also enclose our check in the sum of \$122.50, to cover the costs of the following:

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

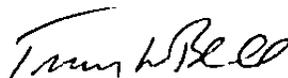
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TALLAHASSEE, FLORIDA

I would appreciate your forwarding the certified copies to my office upon filing. Thank you for your anticipated cooperation in this matter.

If you have any questions, please contact my office.

Sincerely,

KASS HODGES, P.A.



Thomas W. Bell, Esquire  
Extension No. 203

TWB/pz  
Enclosures

nc SEP 18 1996

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95 SEP 19 11:35

**CERTIFICATE OF INCORPORATION  
OF  
McZIMM MANUFACTURING, INC.**

I, the undersigned, being the incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I**

The name of the Corporation shall be:

**McZIMM MANUFACTURING, INC.**

**ARTICLE II**

This Corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States. The general nature of this Corporation is general manufacturing .

**ARTICLE III**

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

#### **ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$1.00) per share.

#### **ARTICLE V**

Every shareholder shall have the right to purchase his pro-rata share of any new stock in this Corporation of the same kind, class or series as that which they already hold at the price at which it is offered to all other shareholders.

#### **ARTICLE VI**

##### **CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VII**

##### **PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be: 5845 B Palmer Boulevard, Sarasota, FL 34232.

#### **ARTICLE VIII**

##### **NUMBER OF DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) not more than five (5) persons, as shall be

designated in the By-Laws.

**ARTICLE IX**

**FIRST BOARD OF DIRECTORS**

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE</b>
Marsha R. Zimmerman	5845 B Palmer Boulevard Sarasota, FL 34232	President
Marsha R. Zimmerman		Secretary/Treasurer

**ARTICLE X**

**INCORPORATORS**

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>TITLE</b>
Marsha R. Zimmerman	5845 B Palmer Boulevard Sarasota, FL 34232	President Secretary/Treasurer

**ARTICLE XI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5845-B Palmer Boulevard, Sarasota, FL 34232 and the name of the initial registered agent of this corporation and address is Marsha R. Zimmerman, 5845 B Palmer Boulevard, Sarasota, FL 34232.

**ARTICLE XII**  
**SPECIAL PROVISIONS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

**IN WITNESS WHEREOF**, we, the undersigned, being the original incorporators herein named, have hereunto set my hand and seal this 12<sup>th</sup> day of September, 1996.

  
MARSHA R. ZIMMERMAN

STATE OF FLORIDA )

COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this 17 day of September, 1996, personally appeared be me, the undersigned authority:

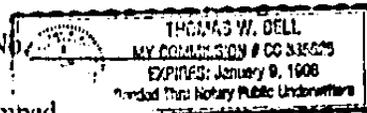
MARSHA R. ZIMMERMAN

to me well known or who has produced M/R as identification, and known to me to be the person described in and who acknowledged to me that she executed the foregoing Certificate of Incorporation as her free act and deed for the uses and purposes therein set forth and expressed.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, on the date last above written.

Thomas W Bell Notary Public, Commission No.

Thomas W Bell Name of Notary, typed or stamped.



(SEAL ABOVE)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That McZIMM MANUFACTURING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 5845 B Palmer Boulevard, Sarasota, County of Sarasota, State of Florida, has named MARSHA R. ZIMMERMAN Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: Marsha R. Zimmerman  
MARSHA R. ZIMMERMAN  
Sole Incorporator

DATED: September 15, 1996

FILED  
96 SEP 16 AM 11:35  
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STATE  
FLORIDA