

# P96000078864

**CAPITAL CONNECTION, INC.**  
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

SEP 23 1995  
 DIVISION OF CORPORATION

RE: Industrial Installations  
Services, Inc.

	O.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express <sup>SM</sup>	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Control	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> (-) Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> O U B.	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kill	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

SEP 23 1995  
 -09/23/95-01024-000  
 \*\*\*70.00 \*\*\*70.00

96 SEP 23 PM 2:39  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY PPH

WALK-IN Will Pick Up 9:23 102 AB 9/23

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
INDUSTRIAL INSTALLATIONS SERVICES, INC.**

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**FILED**  
**96 SEP 23 PM 2:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I**  
**Name**

The name of the Corporation is:

**INDUSTRIAL INSTALLATIONS SERVICES, INC..**

**ARTICLE II**  
**Term of Existence**

Corporate existence will commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**ARTICLE III**  
**Principal Office**

The principal office of the Corporation is 1417 Poinsettia Avenue, Tarpon Springs, Florida 34689.

**ARTICLE IV**  
**Capital Stock**

The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1417 Poinsettia Avenue, Tarpon Springs, Florida 34689, and the name of its initial registered agent at such address is William M. Harton, III.

**ARTICLE VI**  
**Directors**

The Corporation will have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<b>Name</b>	<b>Address</b>
Gary Gainey	1705 Avoca Drive Tarpon Springs, Florida 34689
William M. Harton, III	1417 Poinsettia Avenue Tarpon Springs, Florida 34689

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<b>Name</b>	<b>Address</b>
William M. Harton, III	1417 Poinsettia Avenue Tarpon Springs, Florida 34689

**ARTICLE VIII**  
**Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury

shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

#### **ARTICLE IX** **Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

#### **ARTICLE X** **Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

#### **ARTICLE XI** **Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

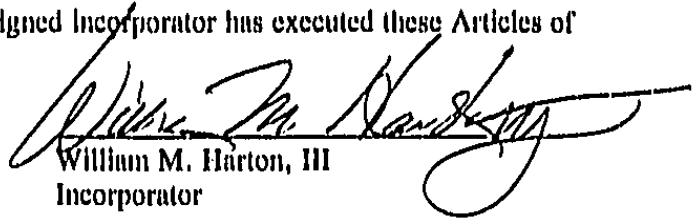
#### **ARTICLE XII** **Indemnification**

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

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on September 20, 1996.

  
William M. Harton, III  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: September 20, 1996

  
William M. Harton, III

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA