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TRANSMITTAL LETTER

FILED

96 OCT 25 AM 10:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

800001986539--4  
-10/25/96--01100--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT: Florida Carbide and Tool Sharpening, Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\_\_\_\_\_ \$70.00  
Filing fee

XX \$78.75  
Filing fee &  
Certificate

\_\_\_\_\_ \$122.50  
Filing fee &  
Certified copy

\_\_\_\_\_ \$131.25  
Filing fee,  
Certified copy  
& Certificate

**\*\*ADDITIONAL COPY REQUIRED\*\***

**FROM:** Law Offices of Marcella C. Gridley, P.A.  
1968 Bayshore Boulevard  
Dunedin, FL 34698  
(813) 733-2701

**NOTE:** Please provide the original and one copy of the articles

26  
10-29-96

LAW OFFICES  
OF  
*Marcella C. Gridley*  
ATTORNEY AT LAW

1941 BAYSHORE BOULEVARD  
DUNEDIN, FLORIDA 34628

October 24, 1996

TELEPHONE (813) 733-2134  
FAX (813) 736-3418

Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Florida Carbide and Tool Sharpening, Inc.

Ladies/Gentlemen:

Enclosed herein please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please send the same back to this office in the enclosed UPS overnight envelope. Thank you for your attention to this matter.

Sincerely,

*Marcella Gridley*  
Marcella C. Gridley

MCG/avs

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA CARBIDE AND TOOL SHARPENING, INC.**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We, the undersigned, hereby make the within Articles of Incorporation for the purposes of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of the corporation shall be FLORIDA CARBIDE AND TOOL SHARPENING, INC. and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business and mailing address shall be 1121 Wisconsin Avenue, Palm Harbor, Florida 34683 or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III - CAPITAL STOCK**

The total number of shares that may be issued by the corporation is 1,000 shares of common stock with a par value of \$1.00 per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such a manner as the Board of Directors may provide and approve, whether in cash, services or property.

**ARTICLE IV - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

#### **ARTICLE V - OFFICERS AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) director, and the Board of Directors shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws or by resolution of the Board of Directors, and who shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Norman G. Atherton  
P.O. Box 26  
Palm Harbor, FL 34684

President/Vice President/  
Secretary/Treasurer/Director

#### **ARTICLE VI - INCORPORATORS**

The names and addresses of the incorporators to these Articles and the number of shares of common stock which they agree to take are as follows:

<b><u>Names and Address</u></b>	<b><u>Number of Shares</u></b>
Norman G. Atherton P.O. Box 26 Palm Harbor, FL 34684	500

#### **ARTICLE VII - BY-LAWS**

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

#### **ARTICLE VIII - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

**ARTICLE IX - AMENDMENT**

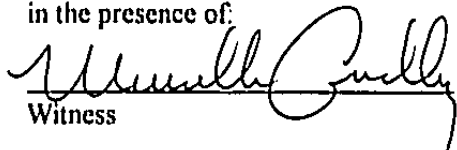
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

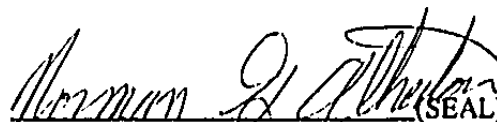
**ARTICLE X - INITIAL REGISTERED AGENT**

The initial registered agent of the corporation and her address shall be follows:  
MARCELLA C. GRIDLEY, Esquire, 1968 Bayshore Boulevard, Dunedin, Florida 34698.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to these Articles of Incorporation this 11 day October, 1996.


Signed, sealed and delivered  
in the presence of:

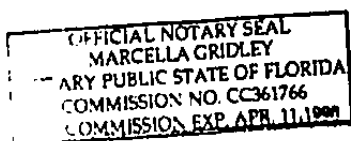
  
Witness

 (SEAL)  
NORMAN G. ATHERTON  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11 day of October, 1996 by Norman G. Atherton, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
MARCELLA C. GRIDLEY  
NOTARY PUBLIC



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

THAT FLORIDA CARBINE AND TOOL SHARPENING, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF PALM HARBOR, STATE OF FLORIDA, HAS NAMED MARCELLA C. GRIDLEY, LOCATED AT 1968 BAYSHORE BOULEVARD, CITY OF DUNEDIN, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Norman G. Atherton*  
NORMAN G. ATHERTON, President  
TITLE *President*  
DATE *10-11-96*

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS 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 *Marcella C. Gridley*  
MARCELLA C. GRIDLEY, ESQUIRE  
DATE *10/11/96*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA