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LARRY L. ADAIR
ATTORNEY AT LAW
13925 NORTHWEST 60TH AVENUE
MIAMI LAKES, FLORIDA 33014

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 26 AM 9:30
(305) 824-0315
FAX: (305) 362-0200

RECEIVED
NOV 26 AM 8:17

LARRY L. ADAIR
MEMBER FLORIDA AND TEXAS BAR

November 19, 1996

Return to
P/K ASAP

ATTORNEYS' TITLE INSURANCE FUND, INC.
LEON BRANCH
660 East Jefferson Street
Suite Number 200
Tallahassee, Florida 32301

800002013778--4
-11/26/96--01041--003
*****70.00 *****70.00

Attn: Jenna

Re: **NU-COAT INDUSTRIES, INC., a Florida corporation in formation**

Dear Jenna:

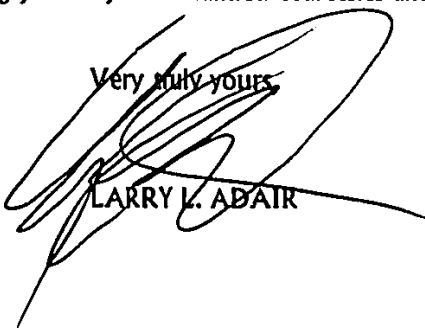
We are pleased to enclose for filing with the Department of Corporations - Florida Department, the following:

1. Two (2) duplicate original copies of proposed ARTICLES OF INCORPORATION for the above referenced corporate entity; and
2. Payment made payable to FLORIDA DEPARTMENT OF STATE in the amount of Seventy And No/100 (\$70.00) Dollars representing all filing fees to both the Florida Department of State and expenses due Attorneys' Title Insurance Fund, Inc.

Would you be so kind as to provide via *Telex* to this office True Copy of "filed" Articles with the original stamped copy to follow via Fund courier or First Mail at your convenience.

As always, should you have any questions, please contact the undersigned at your earliest convenience; otherwise, again thanking you for your continued courtesies and most efficient service, we remain

Very truly yours



LARRY L. ADAIR

LLA:ch
Encl.
cc:

D. BROWN NOV 26 1996

ARTICLES OF INCORPORATION

OF

NU-COAT INDUSTRIES, INC., a Florida corporation

SECRET FILED
DIVISION OF STATE
96 NOV 25 PM 9:30

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTIONS 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, ***FLORIDA BUSINESS CORPORATION ACT*** AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

NU-COAT INDUSTRIES, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purposes for which this corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 7709 West 20th Avenue, Hialeah, Florida 33014.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 7709 West 20th Avenue, Hialeah, Florida 33014.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the names and address of each person who is to serve as a member thereof is as follows:

<u>NAME OF DIRECTOR</u>	<u>ADDRESS</u>
FLORIO J. ABBATE	13925 Northwest 60 th Avenue Miami Lakes, Florida 33014
FRANK A. ALOI	7441 Northwest 6 th Street Plantation, Florida 33317
BARCLAY M. HAMILTON	795 Northwest 155 th Terrace Pembroke Pines, Florida 33028

ARTICLE VI. CAPITAL STOCK

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

THREE HUNDRED THOUSAND (300,000) SHARES
of
COMMON STOCK
With a Par Value of \$.01 Per Share
[the "Common Stock"]

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
FLORIO J. ABBATE	100,000	\$1,000.00
FRANK A. ALOI	100,000	\$1,000.00
BARCLAY M. HAMILTON	100,000	\$1,000.00

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
FLORIO J. ABBATE	13925 Northwest 60 th Avenue Miami Lakes, Florida 33014
FRANK A. ALOI	7441 Northwest 6 th Street Plantation, Florida 33317
BARCLAY M. HAMILTON	795 Northwest 155 th Terrace Pembroke Pines, Florida 33028

ARTICLE IX. NUMBER OF DIRECTORS

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

ARTICLE X. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

ARTICLE XII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE XIII. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

ARTICLE XVI. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XVII. OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

ARTICLE XVIII. DURATION OF CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles Of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 19 day of November, 1996.

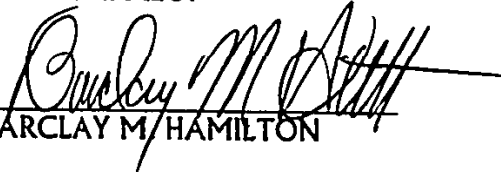
INCORPORATORS:



FLORIO J. ABBATE



FRANK A. ALOI



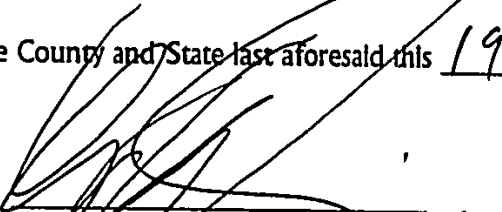
BARCLAY M. HAMILTON

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by FLORIO J. ABBATE, who is personally known to me or who has produced his Florida Driver's Licenses as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, 1996.



NOTARY PUBLIC
Printed Name: Larry L. Adair

My Commission Expires: 12/5/98



STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by FRANK A. ALOI, who is personally known to me or who has produced his Florida Driver's Licenses as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, 1996.

[Handwritten Signature]
NOTARY PUBLIC
Printed Name: Larry L. Adair

My Commission Expires: 12/5/98



STATE OF FLORIDA

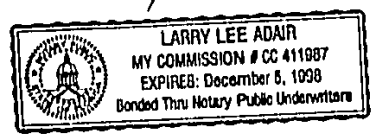
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by BARCLAY M. HAMILTON, who is personally known to me or who has produced his Florida Driver's Licenses as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of November, 1996.

[Handwritten Signature]
NOTARY PUBLIC
Printed Name: Larry L. Adair

My Commission Expires: 12/5/98



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

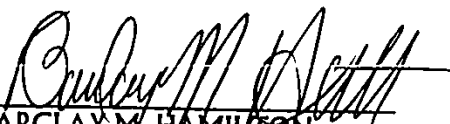
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 26 AM 9:30

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

That **NU-COAT INDUSTRIES, INC.**, a Florida corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in the City of Hialeah, Dade County, Florida, has named BARCLAY M. HAMILTON, located at 7709 West 20th Avenue, Hialeah, Florida 33014, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


BARCLAY M. HAMILTON
Registered Agent