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November 19, 1996

Division Of Corporation  
PO Box 6327  
Tallahassee FL 32314

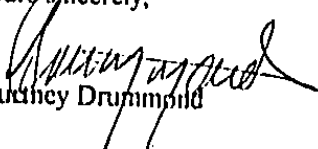
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TALLAHASSEE FLORIDA

Good Morning,

Attached are the incorporation forms for "CEM ENGINEERING INC." We have also included a check in the amount of \$122.50 as the filing fee. CEM ENGINEERING INC is being registered as a "S" corporation.

Should there be any questions or comments please feel free to contact me at (561-738-3165) or (407-374-3280).

Yours sincerely,

  
Courtney Drummond

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TALLAHASSEE FLORIDA  
\*\*\*122.50\*\*\*

12/2/96

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ARTICLES OF INCORPORATION  
OF  
CEM ENGINEERING INC.

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the state of Florida.

ARTICLE I

NAME

The name of the corporation is CEM ENGINEERING INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III

NATURE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive rights to subscribe to the corporation's securities.

**ISSUANCE OF INITIAL SHARES**

a) **ACKNOWLEDGMENT OF SUBSCRIPTION:** The corporation hereby acknowledges that subscription were received by it and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
RICHARD WELCH	13.00 %	\$1.00
PHYLLIS MORRIS	13.00 %	\$1.00
COURTNEY DRUMMOND	13.00 %	\$1.00
KENNETH LEE	13.00 %	\$1.00
EVERETT FENNELL	13.00 %	\$1.00
JIMMIE PERRYMAN	13.00 %	\$1.00
CLECE AURELUS	13.00 %	\$1.00
CEM ENGINEERING INC.	9.00 %	\$1.00

b) **PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certified against receipt of the subscription prices.

c) **NONASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

d) **ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

e) **DESIGNATION OF BANK DEPOSITORY:** The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft, notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository,

provided the President of the corporation instructs the Secretary in writing to insert as an appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors

**ARTICLE V**  
**REGISTERED AGENT**

The name of the initial registered agent of this corporation is COURTNEY DRUMMOND  
The state address of the registered office of the corporation in the State of Florida is 5773 PEBBLE BROOK LANE, BOYNTON BEACH, FL 33437

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have one initial directors. The number of directors may be increased or decreased from time in the manner provided by the bylaws of the corporation. The names and street addresses of the initial directors are:

RICHARD WELCH	6276 NW 186 <sup>th</sup> STREET, APT. 202, MIAMI, FL. 33015
DEAN MORRIS	8636 MIRAMAR BOULEVARD, MIRAMAR, FL 33025
COURTNEY DRUMMOND	5773 PEBBLE BROOK LANE, BOYNTON BEACH, FL. 33437
KENNETH LEE	13515 BARBERRY DRIVE, WELLINGTON, FL. 33414
EVERETT FENNELL	4101 SHELLY ROAD SOUTH, WEST PALM BEACH, FL. 33407
CLECE AURELUS	145 NE 165 <sup>th</sup> ST., MIAMI, FL.33162
JIMMIE PERRYMAN	13720 BARBERRY DRIVE, WELLINGTON, FL. 33414

**ARTICLE VII**  
**INCORPORATION**

The names and addresses of the incorporation of incorporators of these articles of Incorporation is

RICHARD WELCH	6276 NW 186 <sup>th</sup> STREET, APT. 202, MIAMI, FL. 33015
PHYLLIS MORRIS	8636 MIRAMAR BOULEVARD, MIRAMAR, FL 33025
COURTNEY DRUMMOND	5773 PEBBLE BROOK LANE, BOYNTON BEACH, FL. 33437
KENNETH LEE	13515 BARBERRY DRIVE, WELLINGTON, FL. 33414
EVERETT FENNELL	4101 SHELLY ROAD SOUTH, WEST PALM BEACH, FL. 33407
CLECE AURELUS	145 NE 165 <sup>th</sup> ST., MIAMI, FL.33162
JIMMIE PERRYMAN	13720 BARBERRY DRIVE, WELLINGTON, FL. 33414

ARTICLE VIII  
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

The corporation shall elect to be taxed as a 'small business corporation' for income tax purposes under the provision of section 1372 of Internal Revenue Code and properly officers of the corporation be and hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of CEM ENGINEERING INC., on the date indicated below

NAME OF DIRECTORS

DATE OF EXECUTION

Richard Welch 11/7/96  
RICHARD WELCH

Dean Morris 11/7/96  
DEAN MORRIS

Courtney Drummond 11/7/96  
COURTNEY DRUMMOND

Kenneth Lee 11/7/96  
KENNETH LEE

Everett Fennell 11/7/96  
EVERETT FENNEL

Clece Aurelus 11/7/96  
CLECE AURELUS

Jimmie Perryman 11/10/96  
JIMMIE PERRYMAN

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF the undersigned Incorporators has executed these Articles of Incorporation, the

7<sup>th</sup> day of NOVEMBER, 1996

Richard Welch  
RICHARD WELCH

Phyllis Morris  
PHYLLIS MORRIS

Courtney Drummond  
COURTNEY DRUMMOND

Kenneth Lee  
KENNETH LEE

Everett Fennell  
EVERETT FENNELL

Clece Aurelus  
CLECE AURELUS

J. R. Perryman  
JIMMIE PERRYMAN

#### **SUBCHAPTER S ELECTION RESOLUTION**

**RESOLVED**, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia, and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all the stockholders of the corporation evidencing their consent to the said election.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

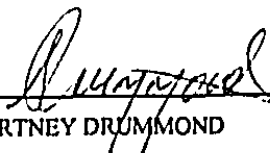
In compliance with section 48.091 and 607.034, Florida Statutes the following is submitted:

First that **CEM ENGINEERING INC.**, is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 5773 PEBBLE BROOK LANE, BOYNTON BEACH FLORIDA 33437 as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 7<sup>th</sup> day of November, 1996.

BY:   
COURTNEY DRUMMOND  
Registered Agent

**FILED**  
96 NOV 21 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA