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TRANSMITTAL LETTER

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

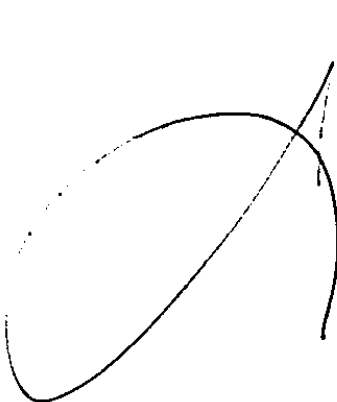
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SUBJECT: LEAD Engineering, Inc.

Enclosed is an original and two(2) copies of the articles of incorporation and a check for:
\$131.25 for Filing Fee, Certified Copy, & Certificate.

FROM: Keith L. Kerstetter
4150 Sea Grape Circle
Delray Beach, FL 33445
Phone: 561-989-9045

FILED
96 DEC -2 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

 12/5

ARTICLES OF INCORPORATION

The undersigned incorporators(s), for the purpose of forming a corporation under the Florida Business Corporation Act, Hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

Name of the Corporation shall be: **LEAD Engineering, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
**4150 Sea Grape Circle
Delray Beach, FL 33445**

ARTICLE III: CAPITAL STOCK

The number of shares which the corporation has authorized to be outstanding at any one time is 5,000. Par value \$1.00

ARTICLE IV: INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

**Keith L. Kerstetter
4150 Sea Grape Circle
Delray Beach, FL 33445**

ARTICLE V: INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Keith L. Kerstetter
4150 Sea Grape Circle
Delray Beach, FL 33445**

**Daniel C. Larcomb
3788 Lakewood Road
Lake Worth, FL 33461**

The undersigned incorporators have executed these Article of Incorporation
this 25 day of November, 1996.


Keith L. Kerstetter


Daniel C. Larcomb

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TALLAHASSEE
FLORIDA
STATE

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LEAD ENGINEERING, INC.

2. The name and address of the registered agent and office is:

KEITH L. KERSTETTER
(NAME)

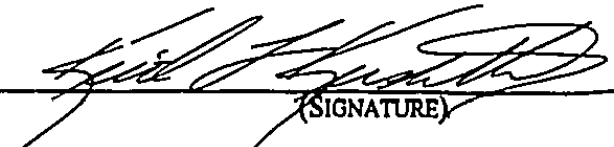
4150 SEA GRAPE CIRCLE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DELRAY BEACH, FL 33445
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

Nov 25, 1996
(DATE)