

P96000100173

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

70000200250157--0
=12/10/96--01137--003
*****70.00 *****70.00

SUBJECT: GONMATEC CORPORATION

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

\$70.00
Filing Fee

Please return the photocopy to me with the filing date stamped on it.

FROM: James C. McGonagil
313 Missouri Avenue
Lynn Haven FL 32444

1 (904) 271-5433
Daytime Telephone Number

FILED
96 DEC 10 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BSB

DEC 11 1996

ARTICLES OF INCORPORATION

ARTICLE I. NAME

The name of the corporation shall be:

Gonmatec Corporation

ARTICLE II.

The term of existence of the corporation is perpetual.

ARTICLE III. CAPITOL STOCK

The total authorized capital stock of the corporation shall be 100 shares of common stock having no par value.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The address of the initial registered office of the corporation shall be 313 Missouri Avenue, Lynn Haven, Florida, 32444, and the initial Registered Agent at such address will be James C. McGonagil. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is James C. McGonagil, 313 Missouri Avenue, Lynn Haven, Florida 32444

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never

FILED

96 DEC 10 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

be less than one (1). The names and addresses of the first Board of Directors are:

Name: _____ Address: _____

James C. McGonagil 313 Missouri Avenus
Lynn Haven, Florida 32444

Brenda H. McGonagil 313 Missouri Avenus
Lynn Haven, Florida 32444

ARTICLE VII. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the corporation shall not be disqualified by office from dealing or contraction with the corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interest in the act. No director or officer shall be accountable or responsible to the corporation for or in respect to any act of the corporation or for any gains or profits directly or indirectly realized by reason the fact that the director or officer or any firm of which he or she is a member, any coproration of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interest in the act. The fact that the director or officer, or that the firm, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors that Authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify or approve the action. Any officer of the corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry,

suit, cause, or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, if there is any, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

VIII. INDEMNIFICATION

The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgement, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with, the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, Court costs, and any other costs of a similar nature. The corporation shall not however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the corporation, nor guilty of intentional misconduct in the performance of his or her duties to the corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding shall be entitled to vote at the meeting or to sign the written instrument, and thereby, be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case, service may be made on any other officer of the corporation). If the Board of Directors does not within ninety (90) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within one hundred twenty (120) days following the date of service of the demand, apply to a Court of general jurisdiction in the county in which the corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of the above paragraph. If the Court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the Court shall order the corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

6th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of December, 1996.


James C. McGonagil

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of December, 1996, by James C. McGonagil, (☒) who is personally known to me or () who has produced NA (type of identification).



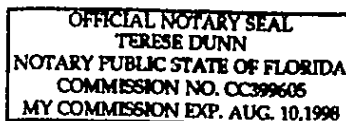
Notary Public

-Notary Seal

No.: _____
Expires: _____

Type or print name
Commission

Commission



FILED

96 DEC 10 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

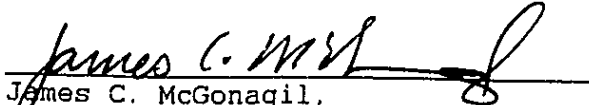
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED

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

GONMATEC CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 313 Missouri Avenue, Lynn Haven, Florida 32444, with James C. McGonagil as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.


James C. McGonagil,
Registered Agent

DATED this the 6th day of December, 1996.