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ALLBRITTON AND GANT, P. A.
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December 2, 1996

Secretary of State
State of Florida
Department of Corporation
Tallahassee, FL 32301

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-12/06/96--01086-012
***122.50 ***122.50

RE: STEINBERG MANUFACTURING INCORPORATED

Dear Sir/Madam

Enclosed please find Articles of Incorporation to be filed along with my trust check in the sum of \$122.50 which represent filing fees.

Also, enclosed is a requested copy of your correspondence to our office dated October 9, 1996. Once the document have been filed, please return to this office.

Should you have any questions or comments please do not hesitate to contact our office.

Sincerely,


FREDERICK J. GANT

FJG/vsm
Enclosure

FILED
96 DEC 16 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-96-21320
DM 10.9.96
KR 12.10.96

12.17.96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

FREDERICK J. GANT, ESQUIRE
ALLBRITTON AND GANT, P.A.
P.O. BOX 12322
PENSACOLA, FL 32581

SUBJECT: STEINBERG MANUFACTURING
Ref. Number: W96000021320

We have received your document for STEINBERG MANUFACTURING and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00055130



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1996

FREDERICK J. GANT, ESQUIRE
ALLBRITTON AND GANT, P.A.
P.O. BOX 12322
PENSACOLA, FL 32581

SUBJECT: STEINBERG MANUFACTURING
Ref. Number: W96000021320

We have received your document for **STEINBERG MANUFACTURING** and check(s) totaling \$28.75. However, your check(s) and document are being returned for the following:

We are returning your check for \$28.75 to be replaced by one in the correct amount of \$122.50.

The corporate name must be identical throughout the document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 996AO0045994

ARTICLES OF INCORPORATION
FOR
STEINBERG MANUFACTURING INCORPORATED
A CORPORATION FOR PROFIT

FILED
96 DEC 16 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of the corporation is **STEINBERG MANUFACTURING INCORPORATED**.

II. TERM

The period of duration of the corporation is perpetual.

III. PURPOSE

The purpose or purposes for which the corporation is organized are to manufacture and market consumer items and to do all other things incidental to such or connected with such that are not forbidden by the Florida Corporation Laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign county, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

IV. CAPITAL STOCK

(a) Authorized Shares. 100 shares of capital stock at \$1.00 per share (\$1.00 par value).

(b) Initial Issues. 100 shares at \$1.00 par value.

(c) Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

(d) Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

1. Every offer shall be in writing.

2. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

3. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

(e) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(f) Capital Structure - Corporation. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in Title 26 United States Code 1371 defining a qualified small business corporation.

V. REGISTERED OFFICE AND AGENT

The initial street address in Florida of the principal office of the corporation is 1109 Revere, Pensacola, Florida 32505 and the name of the initial registered agent is FREDERICK J. GANT and his address is 322 W. Cervantes Street, Pensacola, Florida 32501.

VI. DIRECTORS

a) The Board of Directors shall consist of not more than seven (7) members and not less than three (3) members.

b) The name and address of the person who will serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Frank D. Rogers Sr.

FRANK D. ROGERS SR.
President

1109 Revere
Pensacola, FL 32505

JOHN W. ROGERS
Secretary

3512 Barrel Spring Drive
Orange Park, FL

ALPHONSO EVANS, JR.
Treasurer

1811 N. Barcelona Street
Pensacola, FL 32501

FREDERICK J. GANT
Board Member

322 W. Cervantes Street
Pensacola, FL 32501

VII. INCORPORATOR

The name and address of the initial incorporator is:

FRANK D. ROGERS, SR.

1109 Revere
Pensacola, FL 32505

VIII. SHAREHOLDERS ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

IX. AMENDMENTS

The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 9th day of September, 1996.

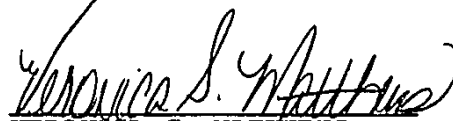
Frank D. Rogers Sr.
FRANK D. ROGERS, SR.

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me on this
9th day of September, 1996 by FRANK D. ROGERS, SR., who is
personally known to me and who did not take an oath.



VERONICA S. MATTHEWS
My Commission CC-425468
Expires Dec 08 1998
Bonded by HAI
800-422 1555


VERONICA S. MATTHEWS
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept 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.


FREDERICK J. GANT

THIS INSTRUMENT PREPARED BY:

FREDERICK J. GANT
ALLBRITTON & GANT, P.A.
Attorneys At Law
322 West Cervantes Street
Post Office Box 12322
Pensacola, Florida 32581
(904) 433-3230

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TALLAHASSEE, FLORIDA