

P97000019026

February 10, 1997

Sandra Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Iron Clad, Inc.

Dear Ms. Mortham:

Enclosed are the original and one copy of the Articles of Incorporation for filing on behalf of the subject corporation along with the registered agent certificate.

Please file the Articles and return the incorporation certificate to me at:

P.O. Box 835
Dunedin, FL 34697

Enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you very much.

Sincerely,



Mia Stierheim

Enclosures

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[Signature]

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[Signature]
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

MIA STIERHEIM
POST OFFICE BOX 835
DUNEDIN, FL 34697

SUBJECT: IRON CLAD, INC.
Ref. Number: W97000004167

We have received your document for IRON CLAD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 197A00009149

**ARTICLES OF INCORPORATION
OF
IRON CLAD SERVICES, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be Iron Clad Services, Inc.

ARTICLE II

Business and Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in the business of complete custom business and residential design;
- (b) to acquire assets necessary for the rendering of the above professional services; and
- (c) to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 2,000 shares of common stock with a par value of \$10.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the shareholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non assessable.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 9102-C SW 19th Place, Ft. Lauderdale, FL 33324, telephone (954) 452-5637, and the initial registered agent shall be Mia Stierheim. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member. The name, address and telephone number of the initial director is:

Mia Stierheim
9102-C SW 19th Place
Ft. Lauderdale, FL 33324
(954) 452-5637

ARTICLE VIII

Liability of Directors

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE IX

Other Provisions

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE X

Incorporator

The name, address, and telephone number of the incorporator making these Articles of Incorporation is:

Mia Stierheim
9102-C SW 19th Place
Ft. Lauderdale, FL 33324
(954) 452-5637

ARTICLE XI

Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the shareholders entitled to vote, or a new bylaw in lieu of another bylaw may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such shareholders.


The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

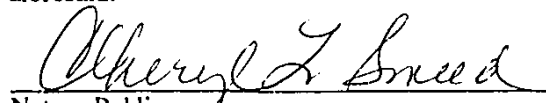
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.


Mia Stierheim

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned authority, on this 25th day of February, 1997, personally appeared Mia Stierheim to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public
My Commission Expires:



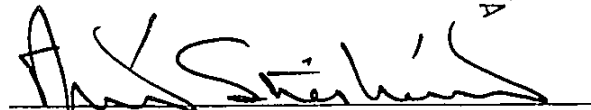
**CERTIFICATE OF DESIGNATION
AND
ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

I, Mia Stierheim, hereby accept the appointment as registered agent of IRON CLAD SERVICES, INC., a Florida corporation, and agree to act in this capacity in accordance with the Laws of the State of Florida.

The address of the registered agent and office is:

9102-C SW 19th Place
Ft. Lauderdale, FL 33324

Dated this 25 day of February, 1997.


Mia Stierheim
President

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TALLAHASSEE, FLORIDA