

P97000023162

TRANSMITTAL LETTER

February 6, 1997

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

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name

SELECT INDUSTRIES (U.S.A.) INC.

FILED
97 MAR 13 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From: Derick M. Coles and Jason D. Coles 500002095475--1
4134 Gulf of Mexico Drive, Suite 302 -02/24/97--01062--003
Longboat Key, Fl. 34228 *****122.50 *****122.50

W97-4666
K.R. FEB 27 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1997

DERICK M COLES & JASON D COLES
4134 GULF OF MEXICO DRIVE
SUITE 302
LONGBOAT KEY, FL 34228

SUBJECT: SELECT INDUSTRIES (U.S.A.) INC.
Ref. Number: W97000004666

We have received your document for SELECT INDUSTRIES (U.S.A.) INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may have only one person as registered agent at a time. Please remove one of the names and signatures.

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: 697A00010306

Articles of Incorporation of:

Select Industries (U.S.A.) Inc.

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Article I Name:

Select Industries (U.S.A.) Inc.

Article II Principal Office:

**4134 Gulf of Mexico Drive, Suite 302, Longboat Key,
Florida. 34228**

Article III Capital Stock:

- The Corporation's Authorized Capital Stock shall consist of:**
- 20,000 shares of Common Stock with par value of \$.01 (one cent) each**
 - 20,000 voting, non-participating shares with a par value of \$.01 (one cent) each**

Article IV Terms of Existence:

The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

Article V Nature of business:

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s)

**Derick M. Coles and Jason D. Coles
4134 Gulf of Mexico Drive,
Suite 302, Longboat Key, Florida, 34228**

Article VII Initial Board of Directors:

This corporation shall have one (2) Directors initially. The number of Directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of this corporation are:

**Derick M. Coles and Jason D. Coles
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228**

The undersigned have executed these articles of incorporation this:

6th February, 1997

Signature:  _____

Name: Derick M. Coles

Title: President.

Signature:  _____

Name: Jason D. Coles

Title: Vice President.

Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is:

Select Industries (U.S.A.) Inc.

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

Derick M. Coles
4134 Gulf of Mexico Drive
Suite 302, Longboat Key, Florida 34228

Signature: _____



Title: President.

Date: 02.06.97.

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TALLAHASSEE, FLORIDA

Acceptance of appointment as
Registered Agent for

SELECT INDUSTRIES (U.S.A.) INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, 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.

Signature: _____



Name: Derick M. Coles

Title: President