



ACCOUNT NO. : 072100000032

REFERENCE : 302657 10690A

AUTHORIZATION :

COST LIMIT :

Patricia Pizotti

ORDER DATE : March 21, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 302657-005

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CUSTOMER NO: 10690A

CUSTOMER: Victor M. Watson, Esq
WATSON SOILEAU DELEO & BURGETT

Suite C
1970 Michigan Avenue
Cocoa, FL 32922

DOMESTIC FILING

NAME: MARTIN-SHAFER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

K.R. MAR 24 1997

FILED
97 MAR 21 AM 9 26
TALLAHASSEE, FLORIDA

57 MAR 21 AM 10 46

ARTICLES OF INCORPORATION
OF
MARTIN-SHAFER, INC.

FILED
97 MAR 21 AM 9 28
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

Article I - Name

The name of this corporation is Martin-Shafer, Inc. and its principal office is located at 109 Hedgegrove Ave., Satellite Beach, FL 32937.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office and Initial Registered Agent

The street address of the principal office of this corporation is 109 Hedgegrove Ave., Satellite Beach, FL 32937.

The name of the initial registered agent of this corporation is Kyle S. Henderson. The registered office is located at 109 Hedgegrove Ave., Satellite Beach, FL 32937.

Article VII Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Kyle S. Henderson, 109 Hedgegrove Ave., Satellite Beach, FL 32937 and David M. Bryan, 16056 Bridlewood, Conroe, Texas 77384.

Article VIII - Incorporator

The name and address of the person signing these articles is Kyle S. Henderson, 109 Hedgegrove Ave., Satellite Beach, FL 32937 and David M. Bryan, 16056 Bridlewood, Conroe, Texas 77384.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or

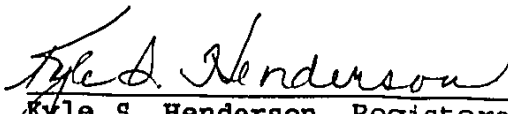
any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.


Article XIII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

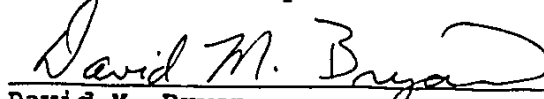


Kyle S. Henderson, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of March, 1997.



Kyle S. Henderson
Subscriber/Incorporator



David M. Bryan
Subscriber/Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 20 day of March, 1997, by Kyle S. Henderson and David M. Bryan, who are personally known to me or who have produced

a Florida Driver's License and a Texas Driver's License,
respectively as identification and who did take an oath.

Victor M. Watson
Notary Public - State of Florida
Name: _____
My Commission Expires: _____ (SEAL)



VICTOR M WATSON
My Commission CC821847
Expires Jan. 02, 2000

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97 MAR 21 AM 9:28
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: KYLE S. HENDERSON
PRINCIPAL STREET ADDRESS 109 Hedgegrove Ave
OF CORPORATION: Satellite Beach, FL 32937

By: Kyle S. Henderson
Kyle S. Henderson, President

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Kyle S. Henderson
Kyle S. Henderson
Registered Agent

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