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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 24 AM 11:34

April 23, 1997

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

RE: GEM Threaded Products, Inc.

100002153671--8  
-04/24/97--01062--009  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

I am enclosing herewith the original Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
<b>Total</b>	<b>\$122.50</b>

Please file the original of the enclosed Articles of Incorporation. Any reply mail can be addressed to me at the address listed below.

Your prompt attention to this matter would be appreciated.

Sincerely,

*Cynthia L. Stamford*

Cynthia L. Stamford  
President

Encl.

**ARTICLES OF INCORPORATION  
OF  
GEM THREADED PRODUCTS, INC.**

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THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of this Corporation is GEM THREADED PRODUCTS, INC.

**ARTICLE II - DURATION**

The Corporation shall have perpetual existence commencing on the date of execution of these Articles.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares, all of which shall be common shares with par value of \$1.00.

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 391 Corporate Dr., Orange Park, FL 32073, and the name of the initial registered agent of this Corporation is Tamlyn S. Padgett.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Director of this Corporation are:

Tamlyn S. Padgett  
391 Corporate Dr.  
Orange Park, FL 32073

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

Tamlyn S. Padgett  
391 Corporate Dr.  
Orange Park, FL 32073

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

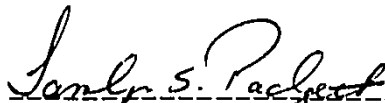
**ARTICLE X - AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

**ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of April, 1997.

  
\_\_\_\_\_  
Tamlyn S. Padgett, Incorporator

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STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST--THAT GEM THREADED PRODUCTS, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS 391 CORPORATE DRIVE, ORANGE PARK, FLORIDA, 32073, HAS NAMED  
TAMLYN S. PADGETT, REGISTERED AGENT, LOCATED AT: 391 CORPORATE DRIVE,  
ORANGE PARK, FL 32073, COUNTY OF CLAY, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Tamlyn S. Padgett  
Tamlyn S. Padgett

TITLE: Incorporator

DATE: April 23, 1997

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE,  
HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF  
HIS/HER DUTIES.

Tamlyn S. Padgett  
TAMLYN S. PADGETT  
REGISTERED AGENT

DATE: APRIL 23, 1997