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REFERENCE : 356839 90463A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : May 6, 1997

ORDER TIME : 4:55 PM

ORDER NO. : 356839-005

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CUSTOMER NO: 90463A

CUSTOMER: Edward Weber, Esq  
J. EDWARD WEBER, ESQ

272 West Miami Avenue  
The Pattison Building  
Venice, FL 34285

DOMESTIC FILING

NAME: SOUTHEAST NDT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

5

FILE  
MAY 7 1997  
FLORIDA

RECEIVED  
97 MAY - 7 AM 9:54  
DIVISION OF CORPORATION

MAY - 7 1997

RECEIVED DATE  
5/1/97

Articles of Incorporation  
of  
Southeast NDT, Inc. 57111-7 2112:54

TALLAHASSEE  
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Southeast NDT, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act. Without limitation of the generality of the foregoing, the corporation's principal business is anticipated to be sales of specialized non-destructive test equipment.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Thousand shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors. However, this provision may be changed by appropriate provision or amendment in the Bylaws without amendment of these Articles of Incorporation.

#### ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director: Albert L. Gentile 224 Piazza di Luna, Venice, Florida 34285.

#### ARTICLE IX

The initial registered agent of the corporation is J. Edward Weber. The street address of the corporation's initial registered office is 272 W. Miami Avenue, Venice, Florida 34285.

#### ARTICLE X

The initial principal place of business and mailing address of this corporation shall be: 224 Piazza di Luna, Venice, Florida 34285.

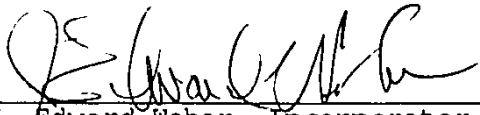
#### ARTICLE XI

The name and address of the incorporator of this corporation are J. Edward Weber 272 W. Miami Avenue, Venice, Florida 34285.

#### ARTICLE XII

This corporation shall begin existence on May 1, 1997, and shall exist until such time as it is dissolved as provided by law.

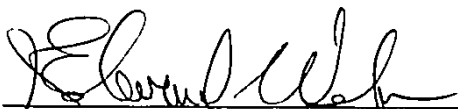
IN WITNESS WHEREOF these Articles of Incorporation have been  
• executed this 1st day of May, 1997.

  
J. Edward Weber, Incorporator  
272 W. Miami Avenue  
Venice, Florida 34285

**Consent to serve as Registered Agent  
for  
Southeast NDT, Inc.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: May 1, 1997

  
J. Edward Weber, Registered Agent

FILED  
MAY 1 1997  
TALLAHASSEE  
FLORIDA

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