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June 23, 1997

The Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

100002222371-2
-06/25/97-01018-016
***122.50 ***122.50

Re: Articles of Incorporation
Bor-Rite, Inc.

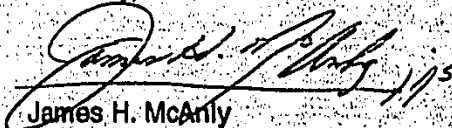
Gentlemen:

Enclosed please find Articles of Incorporation for Bor-Rite, Inc. and a Certificate for Resident Agent, together with a check in the amount of \$122.50 for filing fees and Certificate Under Seal.

Upon completion of filing, please forward the certified copy of the Articles to this office.

Thank you for your cooperation in this matter.

Sincerely,


James H. McAnly

JHM/jes
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 PM 3:39

6-26-97
WS

**ARTICLES OF INCORPORATION
OF
BOR-RITE, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation for profit, under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is **BOR-RITE, INC.**

ARTICLE II. - PERMITTED BUSINESSES AND ACTIVITIES

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

- (a) Conduct business, have one or more offices in, and buy, sell, convey, lease or otherwise dispose of real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (b) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- (d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences or indebtedness created by any other corporation of this state or any other state or government and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholder's quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, and execute such mortgages, transfers or corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purpose.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the proposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock
having par value of FIVE DOLLARS (\$5.00)

The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the Board of Directors, as equivalent to or greater than the value of the shares.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE V. - INITIAL REGISTERED OFFICE,
REGISTERED AGENT AND PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office of the corporation in the State of Florida is **3071 Shell Mound Blvd., Fort Myers Beach, FL 33931**, and the name of the corporation's initial registered agent is **R. A. HEAD**, whose business address is **3071 Shell Mound Blvd., Fort Myers Beach, FL 33931**, and whose post office address is the same. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. - DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time as provided in the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**R. A. HEAD
3071 Shell Mound Blvd.
Fort Myers Beach, FL 33931**

**DARLENE A. HEAD
3071 Shell Mound Blvd.
Fort Myers Beach, FL 33931**

ARTICLE VII. - DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, or the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or

transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>	<u>Stock Distribution</u>
R. A. Head President	3071 Shell Mound Blvd. Fort Myers Beach, FL 33931	67 Shares
Darlene A. Head Secretary/Treasurer	3071 Shell Mound Blvd. Fort Myers Beach, FL 33931	33 Shares

The incorporators of these Articles of Incorporation hereby assign to this corporation any and all of their rights to constitute a corporation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the

foregoing Articles of Incorporation, under the laws of the State of Florida, on this 19th day of June 1997.

R. A. HEAD
R. A. HEAD

Darlene A. Head
DARLENE A. HEAD

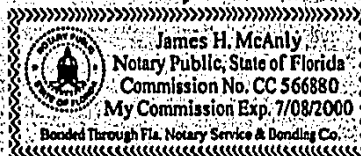
STATE OF FLORIDA
COUNTY OF DESOTO

BEFORE ME, the undersigned authority, personally appeared R. A. HEAD and DARLENE A. HEAD, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 19th day of June 1997.

Personally Known X or
Produced Identification _____
Type of Identification: _____

James H. McAnly
JAMES H. MCANLY
NOTARY PUBLIC, State of Florida
My Commission Expires: July 8, 2000
Commission Number: CC 566880



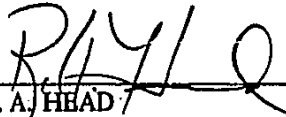
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA AND ACCEPTANCE OF AGENT
UPON WHOM THE PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **BOR-RITE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3071 Shell Mound Blvd., Ft. Myers Beach, Florida 33931, has named **R. A. HEAD**, whose business address is 3071 Shell Mound Blvd., Ft. Myers Beach, Florida 33931, and whose post office address is the same, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


R. A. HEAD

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DIVISION OF CORPORATIONS
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