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EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2700 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 231-5300

FACSIMILE (813) 226-0420

July 11, 1997

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700002237507--8
-07/14/97--01130-014
***122.50 ***122.50

Attn: Filing Section

Re: Custom Metal Polishing Systems, Inc.

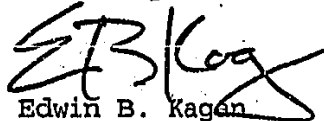
Dear Sir/Madam: .

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 3:15

EBK/bak
Enclosures
cc: Ralph C. Stephens (w/out enc.)

7-15-97
WS

**ARTICLES OF INCORPORATION
OF
CUSTOM METAL POLISHING SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be CUSTOM METAL POLISHING SYSTEMS, INC.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

8202 N. Armenia Avenue
Tampa, Florida 33604

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

A. Amount. The total number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares.

B. Preferred Stock. Ninety thousand (90,000) of the shares that the Corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, which may be issued in one or more series. The Board of Directors of the Corporation is vested with authority to determine and state the designations and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to these Articles determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

C. Common Stock. All of the remaining shares that the Corporation has authority to issue constitute a separate and single class of shares known as Common Stock, which shall be \$.001 par value per share, shall not be issued in series, and shall have the same preferences, limitations, and relative rights. Each holder of Common Stock shall have one vote in respect of each duly authorized, issued and outstanding share of Common Stock held by

him on all matters voted upon by the shareholders.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Edwin B. Kagan | 2709 Rocky Point Drive Suite 102 Tampa, Florida 33607 |

ARTICLE VII - DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may either be increased or decreased from time to time in accordance with the Bylaws of this corporation. The names and addresses of the individuals who are to serve as the initial directors of this corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Ruben Sierra, Jr. | 7105 N. Howard Avenue Tampa, Florida 33604 |
| Ruben E. Sierra | 7105 N. Howard Avenue Tampa, Florida 33604 |
| Ralph C. Stephens | 4208 Forester Lane Tampa, Florida 33624 |
| Alan S. Brown | 2249 Keener Road Lincolnton, NC 28092 |

ARTICLE VIII - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE IX - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE X - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Edwin B. Kagan | 2709 Rocky Point Drive Suite 102 Tampa, Florida 33607 |

ARTICLE XI - BYLAWS

The Board of Directors of this corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this corporation, but the affirmative vote of a number of directors equal to a majority of

the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration or amendment of the Bylaws.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of CUSTOM METAL POLISHING SYSTEMS, INC. this 11th day of July, 1997.


EDWIN B. KAGAN, Incorporator

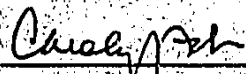
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of CUSTOM METAL POLISHING SYSTEMS, INC. was sworn to and acknowledged before me this 11 day of July, 1997, by EDWIN B. KAGAN.



CAROLYN J. FABIAN
My Commission 00428779
Expires Dec. 31, 1998
Bonded by NFNU
800-224-6308

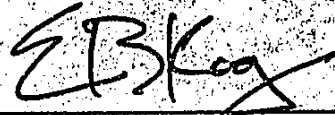

NOTARY PUBLIC
My Commission Expires: 12/31/98

Personally Known ✓ or Produced Identification 11th
Type of Identification Produced 11th

5

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 obligations of Section 607.0505, Florida Statutes.



REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 3:16