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September 19, 1997

FILED
97 SEP 24 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via First Class Mail

Secretary of State
The Capitol, Plaza Level 2
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: Incorporation:

AGILITY INDUSTRIES, INC.

Dear Secretary:

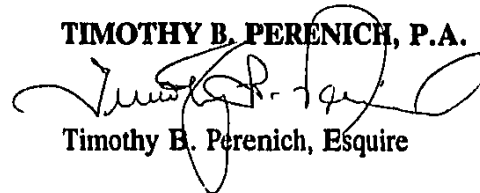
I have enclosed with this letter an original and a copy of Articles of Incorporation for filing in connection with the above captioned corporation. Please file the original, date stamp the copy and return the copy in the self addressed postage pre-paid envelope provided.

I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,

TIMOTHY B. PERENICH, P.A.



Timothy B. Perenich, Esquire

enclosures

mc 9/25/97

**ARTICLES OF INCORPORATION
OF
AGILITY INDUSTRIES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

ARTICLE I.

Name

The name of the Corporation is:

AGILITY INDUSTRIES, INC.

ARTICLE II.

Term of Existence

Corporate existence will commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

ARTICLE III.

Principal Office

The principal office of the Corporation is 534 Davis Lake Drive, Oxford, MI 48371.

ARTICLE IV.

Capital Stock

The Corporation is authorized to issue one thousand (1,000) shares of ten cents (\$0.10) par value common stock, which will be designated Common Stock.

ARTICLE V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 29 North Pinellas Avenue, Tarpon Springs, FL 34689, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

ARTICLE VI.
Directors

The Corporation will have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The name and address of each initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Stephen M. Perenich	534 Davis Lake Drive Oxford, MI 48371
Terence A. Perenich	534 Davis Lake Drive Oxford, MI 48371
Timothy B. Perenich	29 North Pinellas Avenue Tarpon Springs, FL 34689

ARTICLE VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich, Esquire	29 North Pinellas Avenue Tarpon Springs, FL 34689

ARTICLE VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE IX.
Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of Section 607.0901 will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

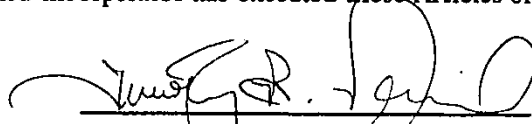
ARTICLE XII.
Indemnification

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

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 19, 1997.

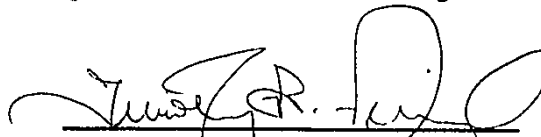
A handwritten signature in dark ink, appearing to read 'Timothy B. Perenich', is written over a horizontal line.

Timothy B. Perenich, Esquire,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: September 19, 1997


Timothy B. Perenich, Esquire

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