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LAW OFFICE OF  
KELLY B. HARDWICK, III

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October 6, 1997

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-10/09/97--01032--003  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Kelley International Fiberglass, Inc.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for Kelley International Fiberglass, Inc. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation \$	35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Kelly B. Hardwick III*

Kelly B. Hardwick, III

FILED  
97 OCT -9 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

:pe

Enclosures as noted

pc: Mr. Gary L. Kelley

TM-10/10/97

**ARTICLES OF INCORPORATION  
OF  
KELLEY INTERNATIONAL FIBERGLASS, INC.**

**FILED**  
97 OCT -9 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I NAME**

The name of the corporation shall be: **Kelley International Fiberglass, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing of this corporation shall be:

**3404 Highway 92 E  
Plant City, Florida 33566**

but it may establish branch offices, if, and when, it is deemed advisable by the Board of Directors.

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500.

The capital stock of this corporation shall consist of 7,500 shares of common stock with a nominal or par value of One Dollar (\$1.00) per share. The corporation shall have a right of first refusal on transfer of said stock.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV INITIAL STOCKHOLDERS AND SHARES**

The names and places of residence of each of the original subscribers to the capital stock of this corporation, and the number of shares subscribed for by each are as follows:

Gary L. Kelley ----- 1,000 Shares  
2945 Oxford Avenue  
Lakeland, Florida 33803

#### **ARTICLE V    PERSONAL LIABILITY OF SHAREHOLDERS**

The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatever.

#### **ARTICLE VI    INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the corporation's initial registered office and the name of its initial registered agent at this office is as follows:

**GARY L. KELLEY**  
2945 Oxford Avenue  
Lakeland, Florida 33803.

#### **ARTICLE VII    INCORPORATOR(S)**

The names and street addresses of the incorporators to these Articles of Incorporation are:

**GARY L. KELLEY**  
2945 Oxford Avenue  
Lakeland, Florida 33803.

#### **ARTICLE VIII    POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

(a) To engage in the fabrication, sale and retail of fiberglass.

(b) To buy, sell, import and to deal generally in and with all kinds and types of supplies, goods, products and parts of every kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, pledge, lease or in any other manner dispose of or encumber real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other countries.

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

(e) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditament,

or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditament or other property of the company.

(f) To purchase, hold and reissue its capital stock.

(g) To acquire the good will, rights and property or to undertake the whole or any part of the assets or liabilities of any person, firm association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations in this State or any other state, country, nation or government and while owner of said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(h) To enter into, make and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limits as to the amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

(i) In general to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

(j) Generally to have and be possessed with all the privileges and powers granted, or which may hereafter be granted, to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IX INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation are as follows:

GARY L. KELLEY  
2945 Oxford Avenue  
Lakeland, Florida 33803


MICHAEL L. KELLEY  
2945 Oxford Avenue  
Lakeland, Florida 33803

SHAWN D. KELLEY  
2945 Oxford Avenue  
Lakeland, Florida 33803

#### ARTICLE X OFFICERS

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer.

The undersigned have executed these Articles of Incorporation this 2 day of OCTOBER, 1997.

  
\_\_\_\_\_  
GARY L. KELLEY  
Title: PRESIDENT

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for Kelley International Fiberglass, Inc. at the place designated in the foregoing Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
GARY L. KELLEY

Date

10-2-97

**FILED**  
97 OCT -9 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA