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October 22, 1997

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Attention: New Filing Section

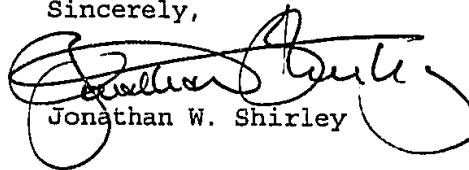
Re: Articles of Incorporation of American Conduit Renewal,
Inc.

Gentlemen:

Enclosed are two original copies of the Articles of
Incorporation of American Conduit Renewal, Inc., together with a
check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for
designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the
certified copy should be returned to this office.

Sincerely,


Jonathan W. Shirley

JWS/gs
Enclosures

cc: Thomas F. Waynick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 AM 11:34

10-28-97
WS

ARTICLES OF INCORPORATION
OF
AMERICAN CONDUIT RENEWAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be American Conduit Renewal, Inc.

ARTICLE II - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 140 Circle Drive, Maitland, Florida 32751.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 171 Circle Drive, Maitland, Florida 32751. The Board of Directors may from

time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Thomas F. Waynick	140 Circle Drive Maitland, Florida 32751

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Thomas F. Waynick	140 Circle Drive Maitland, Florida 32751
Allen Thomas	140 Circle Drive Maitland, Florida 32751
Wayne Harvey Nishimoto	140 Circle Drive Maitland, Florida 32751

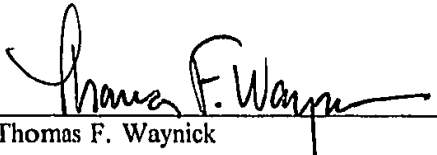
ARTICLE VIII - INDEMNIFICATION

This Corporation shall may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

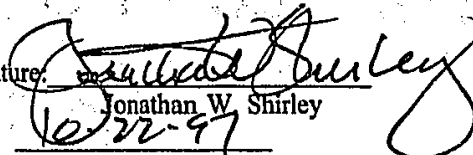
ARTICLE IX - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 22 day of October, 1997.


Thomas F. Waynick

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Jonathan W. Shirley
Date: 10-22-97

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