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OCTOBER 31, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-11/05/97--01028--014

(4)

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

SUBJECT : VOELKL SOUTHWEST, INC.

DEAR SIR:

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AS WELL AS A CHECK IN THE AMOUNT OF \$ 70.00 IN REGARDS TO THE ABOVE REFERENCED CORPORATION. IF THE NAME CHOSEN IS AVAILABLE, PLEASE FILE THE ARTICLES. IF THE NAME IS NOT AVAILABLE, PLEASE NOTIFY US AT THE ABOVE ADDRESS SO THAT WE CAN SELECT ANOTHER NAME AND RESUBMIT.

THANK YOU FOR YOUR PROMPT ASSISTANCE IN THIS MATTER.

SINCERELY,

MARCY L. MAKAR / LEGAL ASSISTANT TO CHRISTOPHER G. L. TITUS

CC: ENCLOSURES

FILED
97 NOV -5 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VOELKL SOUTHWEST, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
VOELKL SOUTHWEST, INC.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF **SALES AND SERVICE** AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE **100** PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 1(ONE). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

WERNER VOELKL, 3732 S.W. 1ST PLACE, CAPE CORAL, FLORIDA 33914

ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

621 EAST CAPE CORAL PARKWAY, CAPE CORAL, FLORIDA 33904

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

WERNER VOELKL

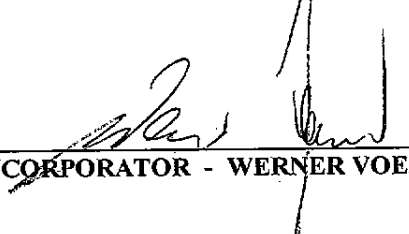
ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

WERNER VOELKL, 3732 S.W. 1ST PLACE, CAPE CORAL, FLORIDA 33914

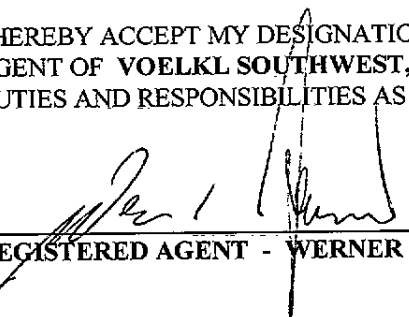
ARTICLE XI. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.



INCORPORATOR - WERNER VOELKL

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT AND AGREE TO SERVE AS THE REGISTERED AGENT OF VOELKL SOUTHWEST, INC.. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR VOELKL SOUTHWEST, INC..




REGISTERED AGENT - WERNER VOELKL

STATE OF FLORIDA
COUNTY OF LEE

ON 10/31/97, WERNER VOELKL, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF VOELKL SOUTHWEST, INC..



NOTARY PUBLIC



NOTARY PUBLIC - PRINTED NAME

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:



HARRY L. SMELSER
COMMISSION # CC62561
EXPIRES MAR 11, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.



HARRY L. SMELSER
COMMISSION # CC62561
EXPIRES MAR 11, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

(SEAL)

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