

P970000100 117

November , 1997

EFFECTIVE DATE
11/14/97

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

700002354017--5
-11/21/97--01063--002
****122.50 ****122.50

In Re: Fluid Engineering Systems, Inc.

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent in connection with the above-referenced corporation, along with my check in the amount of \$122.50 for filing fees.

I would appreciate it if you would please file the Articles and return to me one certified copy of same, along with your Certificate.

Thanking you in advance for your usual kind, courteous and prompt cooperation,
I am

Very truly yours,

Wayne Rose

Wayne Rose

WR
Enclosures

REYNOLDS V. KUMERO
JOSE A. DROZCO
6241 SW 138TH CT. #B
MIAMI, FL 33183

FILED
97 NOV 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/25/97-TM

ARTICLES OF INCORPORATION
OF
FLUID ENGINEERING SYSTEMS, INC.

EFFECTIVE DATE
11/14/97

ARTICLE I

NAME

The name of this corporation is FLUID ENGINEERING SYSTEMS, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSES

The nature of the corporation and objects or purposes to be transacted, promoted or carried on by it are to transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

FILED
97 NOV 21 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED AGENT

The address of this corporation shall be 360 24th Street, N.W., #1157, Winter Haven, Florida 33881, and the Registered Agent at that address shall be WAYNE ROSE.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The name and addresses of the initial Directors of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mike Scott	360 24th Street, N.W., #1157 Winter Haven, Florida 33881
Wayne Rose	360 24th Street, N.W., #1157 Winter Haven, Florida 33881

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Wayne Rose, 360 24th Street, N.W., #1157, Winter Haven, Florida 33881.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting.

ARTICLE XI

PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible under shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares that such holder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30)

days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue or shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation.



(Wayne Rose, Incorporator)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 4th day of November, 1997 by WAYNE ROSE, who is personally known by me.

NOTARY PUBLIC
My Commission expires:

FILED

97 NOV 21 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That **FLUID ENGINEERING SYSTEMS, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with his principal place of business in the City of Winter Haven, State of Florida, has named **WAYNE ROSE**, located at 360 24th Street, N.W., #1157, Winter Haven, Florida 33881, as its Agent to accept service of process within Florida.

DATED this 14 day of NOVEMBER 1997.

FLUID ENGINEERING SYSTEMS, INC.

By: 

(Mike Scott, President)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 14 day of NOVEMBER, 1997.


(Wayne Rose, Registered Agent)