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Law Offices Of

A. DEAN HOOLIHAN, P.A.

Civil Litigation

Corporate & Business Law

Marital & Family Law

2790 Sunset Point Road
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Real Estate Law

Personal Injury & Wrongful Death

Wills, Trusts & Probate

December 3, 1997

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

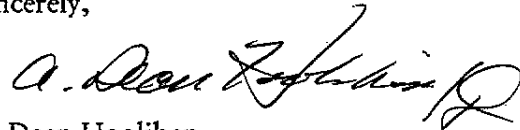
Re: Articles of Incorporation for Nauman Industrial Management
Consultants, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for filing. Please return a certified copy of the Articles of Incorporation at your earliest convenience.

If you have any questions or problems, do not hesitate to contact our office.

Sincerely,



A. Dean Hoolihan

ADH:jmh

Enclosures

cc: Marcia K. Nauman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-11-97

ARTICLES OF INCORPORATION
OF
NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

ARTICLE I
NAME

The name of this Corporation is NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

1409 Sturbridge Court
Dunedin, FL 34698

ARTICLE III
TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV
PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be

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Articles of Incorporation of:

NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia K. Nauman	1409 Sturbridge Court Dunedin, FL 34698
Mark R. Nauman	1409 Sturbridge Court Dunedin, FL 34698

**ARTICLE VII
OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Secretary	Marcia K. Nauman	1409 Sturbridge Court Dunedin, FL 34698
Vice-President/ Treasurer	Mark R. Nauman	1409 Sturbridge Court Dunedin, FL 34698

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Marcia K. Nauman	1409 Sturbridge Court Dunedin, FL 34698

Articles of Incorporation of:
NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BY-LAWS**

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII
INCORPORATOR**

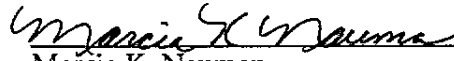
The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia K. Nauman	1409 Sturbridge Court Dunedin, FL 34698

Articles of Incorporation of:

• NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 3rd
day of December, 1997.



Marcia K. Nauman

Articles of Incorporation of:

NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT

I, MARCIA K. NAUMAN, as Registered Agent for NAUMAN INDUSTRIAL MANAGEMENT CONSULTANTS, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 1409 Sturbridge Court, City of Dunedin, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: 12/3, 1997

Marcia K. Nauman

Marcia K. Nauman, Registered Agent

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