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A. DEAN HOOLIHAN, P.A.

*Civil Litigation*  
*Corporate & Business Law*  
*Marital & Family Law*

2790 Sunset Point Road  
Clearwater, FL 33759  
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*Real Estate Law*  
*Personal Injury & Wrongful Death*  
*Wills, Trusts & Probate*

December 30, 1997

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

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-01/02/98--01081--007  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation for Windsor Engineering Incorporated

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*

A. Dean Hoolihan

ADH:jmh

Enclosures

cc: Edward J. Conrad

FILED  
98 JAN -2 AM 10:39  
TALLAHASSEE, FLORIDA  
STATE

**ARTICLES OF INCORPORATION  
OF  
WINDSOR ENGINEERING INCORPORATED**

FILED  
98 JAN -2 AM 10:39  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Corporation is WINDSOR ENGINEERING INCORPORATED

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

2790 Sunset Point Road  
Clearwater, FL 33759

**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 one (1) Directors initially. The number of Directors may be

Articles of Incorporation of:  
Windsor Engineering Incorporated

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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>
Edward J. Conrad	c/o A. Dean Hoolihan 2790 Sunset Point Road Clearwater, FL 33759

**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 Treasurer	Edward J. Conrad	c/o A. Dean Hoolihan 2790 Sunset Point Road Clearwater, FL 33759

**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>
A. Dean Hoolihan	2790 Sunset Point Road Clearwater, FL 33759

**ARTICLE IX  
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request,

Articles of Incorporation of:  
Windsor Engineering Incorporated

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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:

NAME

A. Dean Hoolihan


ADDRESS

2790 Sunset Point Road  
Clearwater, FL 33759

Articles of Incorporation of:  
Windsor Engineering Incorporated

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IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 31<sup>st</sup>  
day of December, 1997.

  
A. Dean Hoolihan

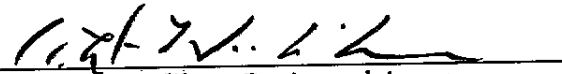
Articles of Incorporation of:  
Windsor Engineering Incorporated

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CERTIFICATE OF ACCEPTANCE OF REGISTERED  
AGENT

I, A. Dean Hoolihan, as Registered Agent for WINDSOR ENGINEERING INCORPORATED, do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2790 Sunset Point Road, City of Clearwater, 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: December 31, 1997

  
A. Dean Hoolihan, Registered Agent

FILED  
98 JAN -2 AM 10:39  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA