

P98000006203

Michael C. Becker & Co.

Certified Public Accountants

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TRANSMITTAL LETTER

January 5, 1998

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-01/20/98--01038--003
*****70.00 *****70.00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: Knauff Engineering, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above corporation, and a check in the amount of \$70.

Also enclosed is a stamped, self-addressed envelope, so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Carolyn M. Becker, C.P.A.

CMB/mks
Enclosures

RMC
1-21-98

FILED
98 JAN 20 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Knauff Engineering, Inc.

FILED

98 JAN 20 AM 9:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Knauff Engineering, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17394 118th Terrace
Jupiter, FL 33478

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) and the par value is \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

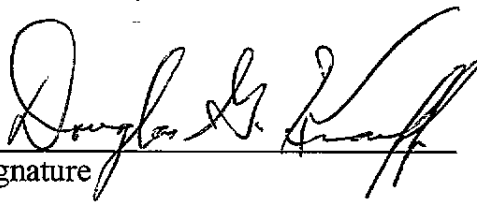
Douglas G. Knauff
17394 118th Terrace
Jupiter, FL 33478

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Douglas G. Knauff
17394 118th Terrace
Jupiter, FL 33478

The undersigned has executed these Articles of Incorporation this 9th day of JANUARY, 1998
19 .


Signature

Title: Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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98 JAN 20 AM 9:44

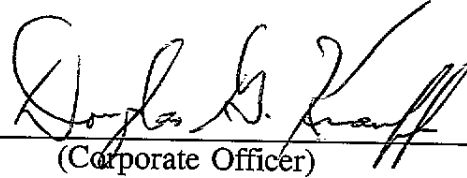
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Knauff Engineering, Inc.
2. The name and address of the registered agent and office is:

Douglas G. Knauff
17394 118th Terrace
Jupiter, FL 33478

SIGNATURE: _____

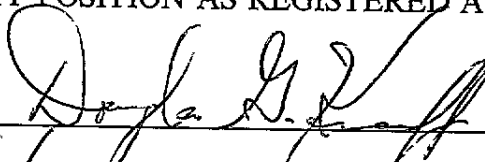

(Corporate Officer)

TITLE: DIRECTOR

DATE: 1/9/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



DATE: 1/9/98

REGISTERED AGENT FILING FEE: \$35.00