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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DONALD KENNETH HOLZBERGER  
1242 LAKEVIEW DRIVE  
ROCKLEDGE, FLORIDA 32955  
(407)632-3979(Home)  
(407)638-5033(Beeper)

February 17, 1998

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

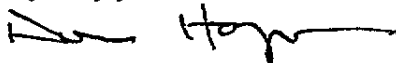
Gentlemen:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for **NEWTEK MANUFACTURING, INCORPORATED**, a For-Profit corporation. Also please find your fee for processing the same in the amount of \$123.50. Please file said Articles and issue and return to the Registered Agent therein, the certified copy of the Articles of Incorporation, together with the Charter.

Should you require further information, please advise at your earliest possible convenience.

Thanking you in advance for your co-operation and assistance herein.

Very truly yours,



DONALD KENNETH HOLZBERGER

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\*\*\*\*123.50 \*\*\*\*123.50

Enclosures:

Original/2 Copies  
Check \$123.50

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**ARTICLES OF INCORPORATION**

**OF**

**NEWTEK MANUFACTURING, INCORPORATED**

**ARTICLE I - NAME**

The name of the corporation is: **NEWTEK MANUFACTURING, INCORPORATED.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, manufacturing machine parts, mechanical design and drafting, reverse engineering, sales, and, computer numerical controlled programming.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$1.00) par value stock, which shares shall be designated as "Common Shares".

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: **1242 Lakeview Drive, Rockledge, Florida 32955**; and, the name of the initial registered agent of this corporation at that address is: **DONALD KENNETH HOLZBERGER, a.k.a. D.K. HOLZBERGER.**

#### **ARTICLE VIII - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this corporation is: **1242 Lakeview Drive, Rockledge, Florida 32955**, and is the same as the initial registered office of this corporation as contained in Article VII of these Articles of Incorporation.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2), nor more than five (5). The names and addresses of the Directors of this Corporation are:

<b>DONALD KENNETH HOLZBERGER</b>	<b>1242 Lakeview Drive</b>
	<b>Rockledge, Florida 32955</b>
<b>CYNTHIA KAY HOLZBERGER</b>	<b>1242 Lakeview Drive</b>
	<b>Rockledge, Florida 32955</b>

#### **ARTICLE X - INCORPORATOR(S)**

The name and address of the person signing these Articles of Incorporation is: **DONALD KENNETH HOLZBERGER, 1242 Lakeview Drive, Rockledge, Florida 32955.**

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

#### **ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV - INDEMNIFICATION**

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

#### **ARTICLE XV - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

#### **ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

**DONALD KENNETH HOLZBERGER** FIFTY-ONE PERCENT (51%)

**CYNTHIA KAY HOLZBERGER** FORTY-NINE PERCENT (49%)

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of **FEBRUARY, 1998**.

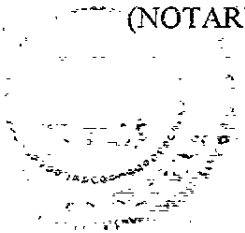
Donald Kenneth Holzberger  
**DONALD KENNETH HOLZBERGER,**  
Incorporator

**STATE OF FLORIDA**  
**COUNTY OF BREVARD**

**BEFORE ME**, an officer duly authorized in the state and county last aforesaid to take acknowledgments, personally appeared: **DONALD KENNETH HOLZBERGER**, who, after being duly sworn on oath and who produced the identification as listed below, acknowledged before me that he is the person named in and who executed the foregoing Articles of Incorporation as the Incorporator for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County this 24th day of **FEBRUARY, 1998**.

(NOTARY SEAL)



Barbara Kety  
Notary Public, State of Florida  
My Commission Expires: 10/30/99  
Commission No. CC506345  
BARBARA KETAY  
Printed Notary Signature



Barbara Kety  
MY COMMISSION # CC506345 EXPIRES  
October 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IDENTIFICATION PROVIDED:

DL# 11421-191-52-386-0  
as to DONALD KENNETH HOLZBERGER

**ACCEPTANCE OF REGISTERED AGENT**

I, **DONALD KENNETH HOLZBERGER**, hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. By executing this document I reaffirm that I agree to serve as Registered Agent.

Donald Kenneth Holzberger  
DONALD KENNETH HOLZBERGER