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**PEEK & WENTZ**

Attorneys at Law  
222 Government Street, Suite D  
Niceville, Florida 32578

SAMUEL M. PEEK  
AARON B. WENTZ

Telephone: (850)678-1178  
Fax: (850)678-8815

March 11, 1998

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

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for J & R Bates Enterprises, along with my filing fee of \$70. Please file and forward confirmation back to me. I am,

Sincerely Yours,

  
SAMUEL M. PEEK

SMP:pc  
Enclosures

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Lori Moore GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp. Suffix  
DATE 3-16-98  
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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
J & R BATES ENTERPRISES, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is J & R BATES ENTERPRISES, INC.

**ARTICLE II - DURATION**

The duration of the Corporation is for an indefinite period of time (i.e. perpetual).

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are:

1. To develop and manufacture tools and equipment and other related products.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - CAPITAL STOCKS**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

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**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS,  
INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this Corporation is 41 Trout Circle, Freeport, FL 32439. The initial registered agent shall be RANDI BATES, 41 Trout Circle, Freeport, Florida 32439. The principle office and mailing address for the Corporation is P.O. Box 824, Freeport, Florida 32439.

**ARTICLE VI -INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) . The name and address of each person who is to serve as a member of the initial Board of Directors is:

JEFF BATES	41 Trout Circle Freeport, FL 32439
RANDI BATES	41 Trout Circle Freeport, FL 32439

**ARTICLE VII - INCORPORATORS**

Name and address of each Incorporator is:

JEFF BATES	41 Trout Circle Freeport, FL 32439
RANDI BATES	41 Trout Circle Freeport, FL 32439

**ARTICLE VIII - VOTING RIGHTS**

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

## **ARTICLE IX - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, in such manner that they will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

## **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

## **ARTICLE XI - STOCK ISSUANCE**

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

JEFF BATES	50 Shares
RANDI BATES	50 Shares

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

Special meetings of the shareholders may be called by a majority of the shareholders.

## **ARTICLE XIII - SHAREHOLDERS QUORUM & 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 shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matters shall be the act of the shareholders.

#### **ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE XV - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

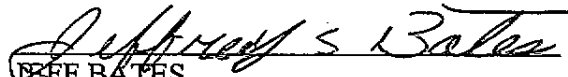

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as part of the Corporate Records.

IN WITNESS WHEREOF, We, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set our hands and seals this 14th day of March, 1998, for the purpose of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation Laws of the State of Florida, do make and file in the office of the secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

  
JEFF BATES  
  
RANDI BATES

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared JEFF BATES and RANDI BATES, who are personally known to me or who provided Florida Drivers Licenses as identification and under oath acknowledged that they executed the foregoing Articles of Incorporation for the purposes set forth therein on the 11<sup>th</sup> day of March, 1998.

Lori A. Moore

NOTARY PUBLIC, State of Florida  
My Commission Expires:



Lori A Moore  
My Commission CC665015  
Expires July 20, 2001

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That J & R BATES ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Freeport, County of Walton, State of Florida, have named RANDI BATES, 41 Trout Circle, Freeport, FL 32439 as the agent for Service of Process within the State of Florida.

Having been named to accept Service of Process of the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Randi M. Bates  
RANDI BATES

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