

P98000037186

Gilbert Barfield  
U.S. 98 at 5th Street  
Carrabelle, Florida 32322

April 15, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of Big Bend Machine & Tool Co.

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is my check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

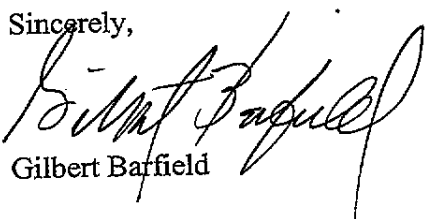
Please send your letter confirming the incorporation to:

Mr. Gilbert Barfield  
Big Bend Machine & Tool Co.  
U.S. 98 at 5th Street  
Carrabelle, Florida 32322

500002498395-4  
-04/23/98-01105-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Thank you for your assistance.

Sincerely,

  
Gilbert Barfield

FILED  
98 APR 23 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB/  
Enclosures

5  
no copy  
attached  
KJ  
4/24/98

**ARTICLES OF INCORPORATION  
OF  
BIG BEND MACHINE & TOOL CO.**

**FILED**  
98 APR 23 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Big Bend Machine & Tool Co.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence, commencing upon April 15, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

**ARTICLE III**

**General Purpose of Corporation**

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE IV**

**Principal Office**

The principal office and mailing address of the corporation will be located at:

U.S. 98 at 5th Street  
Carrabelle, Florida 32322.

## **ARTICLE V**

### **Capital Stock**

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having no par value.

## **ARTICLE VI**

### **Preemptive Rights**

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

## **ARTICLE VII**

### **Indemnification**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

## **ARTICLE VIII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is

U.S. 98 at 5th Street  
Carrabelle, Florida 32322,

and the name of the initial registered agent of this corporation at that address is Gilbert Barfield.

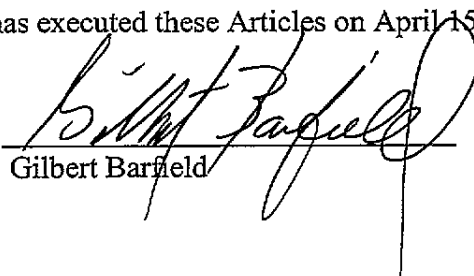
**ARTICLE IX**

**Incorporator**

The name and address of the incorporator of this corporation is:

Gilbert Barfield  
U.S. 98 at 5th Street  
Carrabelle, Florida 32322

IN WITNESS WHEREOF, the incorporator has executed these Articles on April 15, 1998.

  
\_\_\_\_\_  
Gilbert Barfield

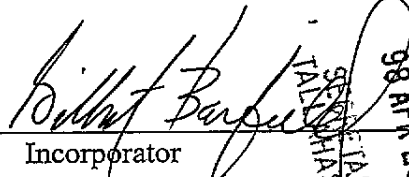
**BIG BEND MACHINE & TOOL CO.**

**APPOINTMENT OF STATUTORY AGENT**

The undersigned, Big Bend Machine & Tool Co., a Florida corporation, with its principal office in Carrabelle, Franklin County, Florida, hereby appoints Gilbert Barfield, a natural person residing in Franklin County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is U.S. 98 at 5th Street, Carrabelle, Florida 32322.

Dated: April 15, 1998.

Big Bend Machine & Tool Co..

By:   
Incorporator

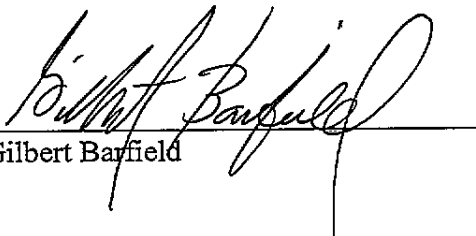
**FILED**  
98 APR 23 AM 9:08  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT**

TO: Big Bend Machine & Tool Co.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

April 15, 1998.

  
Gilbert Barfield