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-06/29/98-01042--008

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FLORIDA INDUSTRIAL BATTERY SERVICES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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98 JUN 29 AM 11:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

98 JUN 29 PM 1:02

6/29

ARTICLES OF INCORPORATION  
OF  
FLORIDA INDUSTRIAL BATTERY SERVICES, INC.

FILED  
98 JUN 29 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME:

The name of this corporation is:

FLORIDA INDUSTRIAL BATTERY SERVICES, INC.

ARTICLE II

PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV  
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V  
RIGHT OF FIRST REFUSAL

In the event a shareholder received a bona fide offer acceptable to him or her for the purchase of all or a portion of his or her shares (or any rights or interests therein), such shareholder (hereinafter referred to as the "Offering Shareholder", shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the addresses listed in the corporation's books. The notice to the corporation shall be sent to the corporate officers. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share, and all other terms and conditions of the proposed transfer.

Any other stockholder of the corporation will have 15 days to signify his or her intention to buy his or her tender of price, to the stockholder intending to sell, and will also notify the corporation, in writing, of his or her intention of exercising the rights granted by this article.

If more than one stockholder intends to exercise the right to purchase, then, in that event, each one will have the right to purchase pro rata; "pro rata" meaning, in this article, in a proportion where the numerator is the number of shares already owned by the shareholder exercising the right and where the denominator is the sum of all the shares already owned by all shareholders timely expressing their intent to exercise the right to purchase. In case any shareholder showing an intent to exercise his right, and the number of whose shares of stock has been employed in the above computation, would later desist to purchase, the rights of such shareholder shall accrue, pro rate, as defined above, to the other stockholders having timely expressed their intention to purchase.

Similar rights of purchase or option to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders become bankrupt, file for voluntary bankruptcy or someone files to have him declared bankrupt, or makes an assignment in favor of creditors. The purchase price per share of stock in these cases will be determined by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such shares, using approved accounting methods.

All certificates of shares of this corporation will carry a rubber stamp reading:  
"These shares are subject to the provisions of Article V of the Articles of Incorporation  
in regard to prior offer to other stockholders."

Any attempted sale in violation of the provisions of this Article is null and void.

#### ARTICLE VI

##### MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the Corporation is: 2739 W. 79th Street, Bay 18, Hialeah, Florida 33016. The Registered Agent is: Daniel A. Macone, Esq., and the initial registered office is: 780 N.W. LeJeune Road, Suite 423, Maimi, Florida 33126.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time, in the manner provided in the by-laws.

This corporation reserves the rights granted by Section 607.0732(1)(a) of the Florida Statutes, as presently enacted, of eliminating the board of directors or of restricting its discretionary powers.

ARTICLE VIII  
INCORPORATORS

The name and address of the person signing these articles is:

<u>Name</u>	<u>Street Address:</u>
Daniel A. Macone	780 N.W. LeJeune Rd., Suite 423 Miami, Florida 33126

ARTICLE IX  
OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws. While the by-laws do not provide otherwise, this corporation shall have a president, vice-president, secretary and treasurer.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions. The initial officers are:

Yvette B. Abbott - President and Treasurer  
Ronald W. Abbott - Vice President and Secretary

ARTICLE X

BY-LAWS

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

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

## ARTICLE XI

### PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the other party may petition the Dade County Bar Association and/or the Dade County CPA Association, to nominate, in the stead of the non-nominating party, an attorney or certified public accountant, and the attorney or any certified public accountant so

nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall have thirty days, from the date of the deadlock, to nominate the attorney or certified public accountant, pursuant to the foregoing.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

## ARTICLE XII

### DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

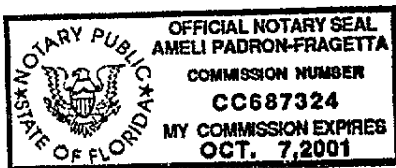
IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 25th day of June , 1998.


  
\_\_\_\_\_  
DANIEL A. MACONE



State of Florida )  
 ) SS  
County of Dade )

BEFORE ME, the undersigned authority, personally appeared DANIEL A. MACONE, who is personally known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed same, this 26<sup>th</sup> day of June, 1998.



  
Notary Public, State of Florida  
Printed Name: Ameli Padron-Fragetta

My commission expires:

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
DANIEL A. MACONE  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA