

P98000061960

OAKLEY LELAND JOHNSON
ATTORNEY AT LAW

Admitted in Florida, New York & New Jersey

3444 EAST LAKE ROAD, SUITE 406
PALM HARBOR, FL 34685
(813) 789-4357
FAX (813) 771-0544

696 FIRST AVE. NORTH, SUITE 400
ST. PETERSBURG, FL 33701
(813) 821-4357
FAX (813) 821-7961

Please Reply to: ☒ Palm Harbor
☐ St. Petersburg

August 27, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/02/98-01040-016
*****35.00 *****35.00

RE: CBM ENGINEERING, INC.

Dear Sir or Madam:

I represent Curtis B. Miller, the sole shareholder of the CBM ENGINEERING, INC., as well as the corporation. The shareholder, by the enclosed Resolution, desires to file the enclosed Restated Articles of Incorporation.

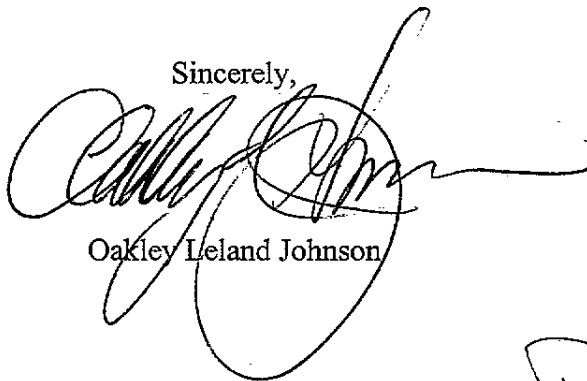
Enclosed are an original and one copy of the Restated Articles of Incorporation and registered agent designation of the above-named corporation for filing with the Secretary of State. My check No. 1087, for \$35.00, payable to the Secretary of State for the filing fee is also enclosed.

Please date or file stamp the copy of the Restated Articles of Incorporation and return to me in the enclosed envelope.

Certification of the copy is NOT requested.

Thank you for your assistance in this matter.

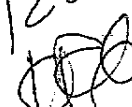
Sincerely,


Oakley Leland Johnson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

MILLERC.001

Restated Art
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September 16, 1998

Florida Department of State
Division of Corporations
ATTN: Karen Gibson
Post Office Box 6327
Tallahassee, FL 32314

RE: CBM ENGINEERING, INC.

Dear Ms. Gibson:

This is in response to your letter of September 11, 1998, copy enclosed. I represent Curtis B. Miller, the sole shareholder of the CBM ENGINEERING, INC., as well as the corporation. I recently received the Restated Articles of Incorporation returned from your office unfiled. I apologize for not including the enclosed Resolution. The shareholder, by the enclosed Resolution, desires to file the enclosed Restated Articles of Incorporation.

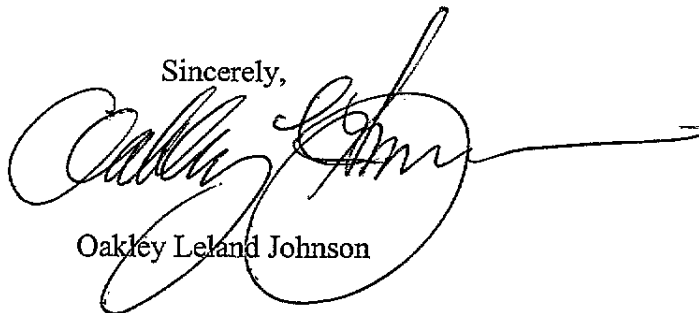
Enclosed are an original and one copy of the Restated Articles of Incorporation and registered agent designation of the above-named corporation for filing with the Secretary of State.

Please date or file stamp the copy of the Restated Articles of Incorporation and return to me in the enclosed envelope.

Certification of the copy is NOT requested.

I apologize for any inconvenience. Thank you for your assistance in this matter.

Sincerely,



Oakley Leland Johnson

Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1998

OAKLEY LELAND JOHNSON ATTY.
3444 EAST LAKE ROAD
SUITE 406
PALM HARBOR, FL 34685

SUBJECT: CBM ENGINEERING, INC.
Ref. Number: P98000061960

We have received your document for CBM ENGINEERING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

YOUR COVER LETTER MENTIONS A RESOLUTION THAT IS ENCLOSED, THERE IS NO SUCH RESOLUTION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 098A00046201

CBM ENGINEERING, INC.
3228 Glenridge Court
Palm Harbor, FL 34685

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEETING OF SHAREHOLDERS AND DIRECTORS AND RESOLUTION

WE THE UNDERSIGNED SHAREHOLDERS AND DIRECTORS hereby agree to this meeting of Shareholders and Directors, this 26th day of August, 1998, waive all right to formal or written or mailed notice of this meeting, waive all objection to the conduct of business at this meeting today or at any adjourned day, and agree to participate in the business conducted and which may be summarized herewith.

Curtis B. Miller

CURTIS B. MILLER

ORDER OF BUSINESS:

(1) RESOLVED THAT, it being the the best interest of the Corporation and the shareholders, that the Articles of Incorporation of CBM Engineering, Inc., should be, and are hereby restated, and that the entitled RESTATED ARTICLES OF INCORPORATION OF CBM ENGINEERING, INC., signed today are adopted, approved, and shall be submitted to the Secretary of State, of the State of Florida for filing, and that all reasonable and necessary fees therefore shall be paid or reimbursed by the Corporation.

Curtis B. Miller

August 26, 1998

CURTIS B. MILLER

President and Secretary-Treasurer
Sole Shareholder

RESTATED
ARTICLES OF INCORPORATION
OF
CBM ENGINEERING, INC.

THE UNDERSIGNED, a natural person, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, does hereby act as an incorporator, and agree to the following:

ARTICLE I

NAME

The name of the corporation shall be CBM ENGINEERING, INC.

ARTICLE II

ADDRESS

The address of the principal office of the corporation is 3228 Glenridge Court, Palm Harbor, Florida 34685, and the mailing address of the corporation is 3228 Glenridge Court, Palm Harbor, Florida 34685.

ARTICLE III

PURPOSE AND POWERS

1. The corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.
2. The corporation may exercise all powers, rights and privileges conferred on

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporations pursuant to the laws of the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is One Thousand (1,000) all of which shall be Common Shares having a par value of One Dollar \$1.00 per share.

All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS GRANTED

The corporation elects to have the preemptive rights set forth at Section 607.0630 of the Florida Statutes.

Each shareholder of the corporation shall have the first right to purchase shares of the corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held by the shareholder at the time of issue bears to the total number of share outstanding. Any preemptive right shall be deemed

waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

Each shareholder of the corporation shall have the first right to purchase shares of the corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares held by the shareholder at the time of issue bears to the total number of share outstanding; provided however, if the issuance of such shares or securities is for the purpose of the corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the corporation, which fact is determined by the Board of Directors of the corporation, the shareholders of this corporation shall have no such preemptive rights, and the corporation may issue such shares or securities for said assets. Any preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation.

ARTICLE VII

RESTRICTION ON SHARE TRANSFER

All shares of stock in the Corporation are assignable, and any stockholder may sell, assign, or transfer his shares and certificate or certificates of stock at pleasure, except however, that no share may be sold to a person not already a shareholder of the Corporation without it first being offered for sale to all other shareholders of record at no higher price than such shares are subsequently offered to any other person. Shareholders shall receive actual notice of all such offers, and shall have reasonable opportunity to purchase. No transfer or assignment of any kind shall be effective or valid unless and until it shall have been entered upon the books of the Corporation and the old certificate or certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued .

ARTICLE VIII

BOARD OF DIRECTORS

1. The business affairs of the corporation shall be managed by a Board of Directors.
2. The initial Board of Directors of the corporations shall consist of one director, whose name and address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CURTIS B. MILLER	3228 Glenridge Court, Palm Harbor, Florida 34685

3. The number of directors shall be as provided in the Bylaws of the corporation, but shall not be less than one (1).
4. The directors shall be elected, removed, and hold office as provided in the Bylaws of the corporation.

ARTICLE IX
CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares owned by the shareholder, or by distributing such votes on the same principal among any number of candidates.

ARTICLE X
BYLAWS

1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
2. The power to adopt, alter, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.
3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by either group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XII

REGISTERED OFFICE AND AGENT

1. The street address of the initial registered office of the corporation shall be 3228 Glenridge Court, Palm Harbor, Florida 34685.
2. The name of the initial registered agent of the corporation located at that address shall be CURTIS B. MILLER.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
RICHARD OSTER	214 North Henry Street, Suite 201, Madison, Wisconsin 53703

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this

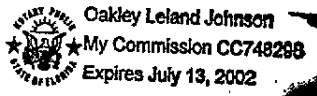
26 day of August, 1998

Curtis B. Miller
CURTIS B. MILLER

STATE OF FLORIDA
COUNTY OF PINELLAS

RESTATED ARTICLES OF INCORPORATION OF CBM ENGINEERING, INC.

The foregoing instrument was acknowledged before me this 26th day of AUGUST, 1998, by CURTIS B. MILLER, () who is personally known to me or () who has produced FLORIDA DRIVER LICENSE as identification and who did not take an oath.



[Signature]
Notary Public


ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for CBM ENGINEERING, INC., I
accept to act as initial registered agent for CBM ENGINEERING, INC., as stated in these
Articles of Incorporation.

Curtis B. Miller
CURTIS B. MILLER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Acceptance was acknowledged before me this 20th day of August,
1999 by CURTIS B. MILLER, () who is personally known to me or () who has produced
Florida Driver License as identification and who did not take an oath.

 Oakley Leland Johnson
My Commission CC748298
Expires July 13, 2002

[Signature]
Notary Public

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