

POPKIN & SHURPIN, P.A.

Attorneys at Law

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* ALSO ADMITTED IN NEW YORK
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August 19, 1998

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Attn: New Filings
Secretary of State
State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32309

Re: American Precision Products, Inc.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation for filing with the Secretary of State together with a check in the amount of \$122.50.

Kindly return to this office a conformed copy of the Articles of Incorporation together with your receipt.

Your prompt attention will be greatly appreciated.

Very truly yours,

Beverly A. Donnelly
Beverly A. Donnelly
Legal Assistant
Enclosures

FILED
98 AUG 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-27-98
MM

ARTICLES OF INCORPORATION
OF

AMERICAN PRECISION PRODUCTS, INC.

FILED
98 AUG 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

AMERICAN PRECISION PRODUCTS, INC.

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. 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 all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

16386 Mirasol Way
Delray Beach, FL 33446

and the name of its initial Registered Agent is Popkin & Shurpin, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

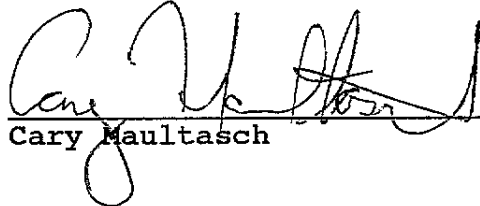
Cary Maultasch
16386 Mirasol Way
Delray Beach, FL 33446

7. The name and address of the Incorporator is:

Cary Maultasch
16386 Mirasol Way
Delray Beach, FL 33446

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 19th day of August, 1998.


Cary Maultasch

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

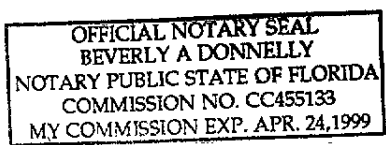
BEFORE ME, the undersigned authority, personally appeared Cary Maultasch, who is well known to me and is the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official

seal at Boca Raton, Florida, in said County and State this 19 day
of August, 1998.

Beverly A. Donnelly
NOTARY PUBLIC, STATE OF FLORIDA
BEVERLY A. DONNELLY

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

AMERICAN PRECISION PRODUCTS, INC.

desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named:

POPKIN & SHURPIN, P.A.
2499 GLADES ROAD, SUITE 114
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN & SHURPIN, P.A.

BY: 

Edward D. Popkin
President

FILED
98 AUG 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA