

P99000006181

FILING COVER SHEET

REFERENCE: 0168.5210

DATE: 1-21-99

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICE
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: All Southern Fabricators,
Inc.

99 JAN 21 PM 13:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

STATE FEES PREPAID WITH CHECK # 4153 FOR \$ 78.75

600002749506--2
 -01/21/99--01048--018
 *****78.75 *****78.75

RECEIVED
 99 JAN 21 PM 10:55
 DIVISION OF CORPORATION

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- ANNUAL REPORT () MERGER () WITHDRAWAL
- QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

T. SMITH JAN 21 1999

**CERTIFICATE OF DOMESTICATION
OF
ALL SOUTHERN FABRICATORS, INC.**

SECRETARY OF BUSINESS
TALLAHASSEE, FLORIDA
99 JAN 21 PM 3:22

FILED

Pursuant to provisions of 607.1801 of the Florida Statutes, the Florida Business Corporation Act, All Southern Fabricators, Inc., a South Carolina corporation, hereby adopts the following Certificate of Domestication for the purposes of becoming a Florida corporation under the laws of the Florida Business Corporation Act. The undersigned has hereby attested to the following as of the 31 day of December, 1998:

1. The name of the corporation is All Southern Fabricators, Inc. (the "Corporation").
2. The Corporation was formed under laws of the State of South Carolina on June 17, 1992.
3. The name of the Corporation shall remain All Southern Fabricators, Inc., as set forth in the Corporation's Articles of Incorporation filed in accordance with Chapter 607.1801, Florida Statutes.
4. The principal place of business of the Corporation prior to, and concurrent with, the filing of this Certificate of Domestication is 5010-126th Avenue North, Clearwater, Florida 33760.

IN WITNESS WHEREOF, the undersigned, who is authorized to sign this Certificate of Domestication on behalf of the Corporation has hereby duly executed this Certificate of Domestication on this 31 day of December, 1998.

WITNESSES:

Donna Pike
Print Name: Donna Pike

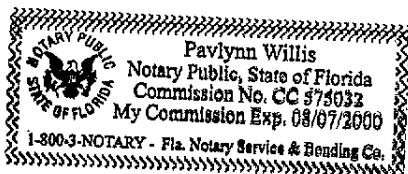
Manuel Santana Jr.
Manuel Santana
As Its: President

Amy Sowell
Print Name: Amy Sowell

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me, the undersigned officer, on the 31 day of December, 1998 by Manuel Santana, President of All Southern Fabricators, Inc., who is personally known to me or who produced a valid driver's license as identification.



Pavlynn Willis
Notary Public
Print Name: Pavlynn Willis
State of Florida

My commission expires:

Commission No.: CC 575032

(Seal)

ARTICLES OF INCORPORATION
OF
ALL SOUTHERN FABRICATORS, INC.

The undersigned, acting as incorporator of ALL SOUTHERN FABRICATORS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

ALL SOUTHERN FABRICATORS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The Corporation's existence shall be deemed to have commenced on June 17, 1992 (the date the Corporation commenced its existence in South Carolina) pursuant to Florida Statutes, §607.1801(4).

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 300,000 shares of Common Stock having a par value of \$1.00 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 201 E. Kennedy Boulevard, 10th Floor, Tampa, Florida 33602. The Corporation's initial registered agent at the registered office is Jeffrey Drew Butt.

Prepared by:

Jeffrey Drew Butt, Esquire
Florida Bar No. 0833304
Shear, Newman, Hahn & Rosenkranz, P.A.
201 E. Kennedy Blvd., 10th Floor
Tampa, FL 33602
(813) 228-8530

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99 JAN 20 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office of the Corporation is 5010 - 126th Avenue North, Clearwater, Florida 3360.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jeffrey Drew Butt	201 E. Kennedy Blvd., 10th Floor Tampa, FL 33602

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Manuel Santana, Jr.	5471 Lake Le Clare Road Lutz, FL 33549
Pavlynn A. Willis	10537 Dixon Drive Seminole, FL 33772

ARTICLE IX. NATURE OF BUSINESS

The general nature of the business of this Corporation is to transact any and all lawful business.

ARTICLE X. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw (i) if the power to adopt, alter, amend or repeal such bylaws is reserved within the Articles of Incorporation, (ii) if the shareholder states specifically that such bylaw is not subject to amendment or repeal by the Board of Directors, or (iii) if the adoption, alteration, amendment or repeal of such bylaw either establishes, amends, or deletes a super-majority shareholder quorum or voting requirement.


ARTICLE XI. PREEMPTIVE RIGHTS

The Shareholders of record of all outstanding shares of the Corporation shall have preemptive rights.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation ~~on~~ as of the
21st day of December, 1998.



Jeffrey Drew Butt
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: All Southern Fabricators, Inc.
2. The name and address of the registered agent and office is:

Jeffrey Drew Butt
201 E. Kennedy Blvd., 10th Floor
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Jeffrey Drew Butt

Date: As of 12/31/98