

**DICESARE, DAVIDSON & BARKER, P.A.**

5640 South Florida Avenue, Lakeland, Florida 33813

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PAT T. DICESARE, II  
E. TAYLOR DAVIDSON\*  
HAROLD E. "RHETT" BARKER  
MERETTE L. OWEIS

\*Florida Bar Board Certified  
Workers' Compensation

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January 29, 1999

Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

400002780404--6  
-02/01/99--01108--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**EFFECTIVE DATE**  
1-29-99

RE: KAEGI-GROTHER GROUP, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find a check in the amount of \$78.75.

I would appreciate it if you would file the Articles of Incorporation and return a certified copy to our office.

Thanks for your kind attention to this matter.

Sincerely,

*Harold E. Barker*  
Harold E. Barker

HEB/smm  
Enclosures  
F:\wp51\col\kaegi-grothe\division.ltr

Signed in his absence  
to avoid delay in mailing.

FILED  
99 FEB - 1 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FEB 3 1999

**ARTICLES OF INCORPORATION  
OF  
KAEGI-GROTHER GROUP, INC.**

**FILED**  
99 FEB -1 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is KAEGI-GROTHER GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent is Ernest Grothe, 4112 Staffordshire Drive, Lakeland, Florida.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 4112 Staffordshire, Lakeland, Florida.

ARTICLE VII - CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1000) shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. One hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per

**EFFECTIVE DATE**  
1-29-99

share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The name and address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Grothe	4112 Staffordshire Drive Lakeland, Florida 33809
Frank Kaegi	221 Edgewood Terrace Santa Rosa Beach, Florida 32459
Matthew Grothe	1528 Watson Oaks Lakeland, Florida 33809

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Ernest Grothe, 4112 Staffordshire Drive, Lakeland, Florida 33809.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or

any former officer or director, in accordance with the provisions of the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29 day of Jan., 1999.

Ernest Grothe  
ERNEST GROTHE, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 1999 by ERNEST GROTHE, who is personally known to me or who has produced \_\_\_\_\_, as identification and who did (did not) take an oath.



SHERRY M. MARVIN  
COMMISSION # CC 481390  
EXPIRES SEP 3, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Sherry M. Marvin  
Name: Sherry M. Marvin  
Notary Public, State of Florida  
My Commission expires:  
Commission #:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, ERNEST GROTHE, being appointed in the foregoing Articles of Incorporation as the registered agent for KAEGI-GROTHE GROUP, INC., accepts the appointment as registered agent for said corporation this 29<sup>th</sup> day of January, 1999.

Ernest Grothe  
ERNEST GROTHE

FILED  
99 FEB - 1 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA