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FILED
99 FEB - 8 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Earl Edward Naecker, Inc.


Dear Secretary of State:

Please file the enclosed Articles of Incorporation for Earl Edward Naecker, Inc. and Certificate Designating Registered Agent. My check for \$70.00 is enclosed for your service. Please return a copy of the recorded articles in the enclosed S.A.S.E.

If you need anything additional or have any questions, please do not hesitate to contact me.

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-02/08/99-01006-003
*****70.00 *****70.00

Very truly yours,


WILLIAM R. WOHLISIFER

Encs.

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ARTICLES OF INCORPORATION OF

Earl Edward Naecker, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE NAME & ADDRESS

The name of the professional association is Earl Edward Naecker, Inc. Its principal office and place of business is located at 114 Laurie Drive, Ormond Beach, Florida 32176.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of light machine work and metal fabrication.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE ACQUISITION AND DISPOSITION OF PROPERTY

The corporation shall have the power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any of the states, districts, or territories of the United States, subject to the laws of any such states, districts, or territories.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial ^{registered} principal office of the corporation is 402 Seabreeze Blvd., Suite H, Daytona Beach, Florida 32118, and the name and address of its initial registered agent is William R. Wohlsifer, P.A., 402 Seabreeze Blvd., Suite H, Daytona Beach, Florida 32118.

ARTICLE SEVEN INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as the sole director is:

Earl E. Naecker, Sole Director
114 Laurie Drive, Ormond Beach, Florida 32176

ARTICLE EIGHT INITIAL OFFICERS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the persons who are to serve as the officers of the corporation are (is):

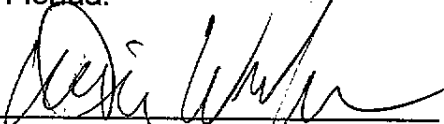
Earl E. Naecker, President, Vice-president, Treasurer & Secretary
114 Laurie Drive, Ormond Beach, Florida 32176

ARTICLE NINE INCORPORATOR

The name and address of the incorporator is:

William R. Wohlsifer, P.A., 402 Seabreeze Blvd., Suite H, Daytona Beach, Florida 32118.

The undersigned has executed these Articles of Incorporation this 5th day of February 1999, at Daytona Beach, Volusia County, Florida.



William R. Wohlsifer, Esquire

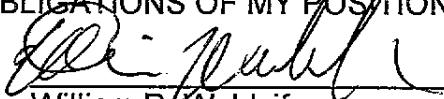
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: **Earl Edward Naecker, Inc.**
2. The name and street address of the registered agent and office is:

**William Wohlsifer, P.A.
402 Seabreeze Blvd., Suite H
Daytona Beach, Florida 32118**

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.


William R. Wohlsifer

Dated: 2-5-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA