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Custom Metal Works

14057 SW 140 St

Miami FL 33186

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(Corporation Name) (Document #)
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5-4
10-5

ARTICLES OF INCORPORATION

CUSTOM METAL WORKS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation.

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ARTICLE I - NAME

The name of this corporation is CUSTOM METAL WORKS, INC.

ARTICLE II - TYPE OF CORPORATION

This corporation shall be a Subchapter S Corporation.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office is: 14057 SW 140TH Street, Miami Florida 33186.

ARTICLE IV - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE V - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00)

ARTICLE VII - PRE-EMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 14057 SW 140th Street, Miami Florida 33186, and the name of the initial Registered Agent of this corporation at such address is Todd Phillip Ketcham Sr.

ARTICLE IX - NUMBER BOARD OF DIRECTORS

The corporation shall have on director initially. The number of directors may be changed. The name and address of the initial director is:

Todd Phillip Ketcham Sr.
14057 SW 140th Street
Miami, Florida 33186

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

Todd Phillip Ketcham Sr.
14057 SW 140th Street
Miami, Florida 33186

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the shareholders.

ARTICLE XII - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall by initially issued to the following person:

Todd Phillip Ketcham Sr. - 100 Shares
at and for a consideration of not less than One Dollar (\$1.00) per share.

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within eight (8) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within eight (8) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notices shall deliver by mail, otherwise, to the secretary of

the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

(2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever: provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the president, as well as any other person(s) or groups as provided by statute, or stockholders holding not less than fifty percent (50%) of the outstanding stock of the corporation.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XV - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) of the shares of this corporation issued and outstanding, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

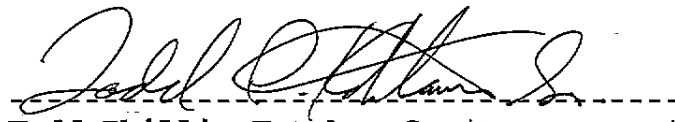
ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer, or former officer, to the full extent permitted by law.

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner prescribed by the applicable Florida Statute.

IN WITNESS WHEREOF, the undersigned subscriber,
Todd Phillip Ketcham Sr., has executed these Articles of Incorporation, this
_____ day of January 1999.



Todd Phillip Ketcham Sr./Incorporator/Registered Agent

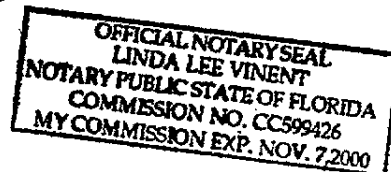
STATE OF FLORIDA)
 ss
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Todd Phillip Ketcham Sr., known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 19th day of ~~January~~ ^{April} 1999.



NOTARY PUBLIC



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**RESOLUTION:
OBTAIN "S" CORPORATION STATUS**

WHEREAS, there would be certain tax and financial benefits to the shareholders of the Corporation upon an election to have the Corporation qualify as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code; be it

Custom Metal Works, Inc.

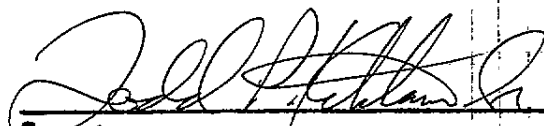
RESOLVED, to qualify the Corporation as an "S" Corporation pursuant to Section 1362 of the Internal Revenue Code.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of *Custom Metal Works Inc* a corporation duly formed pursuant to the laws of the State of *Florida* and that the foregoing is a true record of a resolution duly adopted at a meeting of the Stockholders, and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on *April 19*, 1999, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this *19* day of *April*, 1999.

A True Record.

Attest.


Secretary