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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office of the Secretary of State  
The Capitol  
Tallahassee, FL 32301

Re: McPHERSON INDUSTRIES, INC.

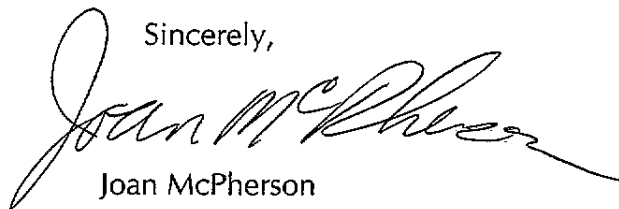
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation with regard to the above corporation.

Also enclosed is my check in the amount of \$70.00, representing \$35.00 filing fee and \$35.00 registered agent fee.

Thank you for your assistance and cooperation in this matter. Should you have any comments or questions, please feel free to contact me.

Sincerely,

  
Joan McPherson

JM/em  
enclosures

FILED  
99 AUG 11 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
8-10-99

**ARTICLES OF INCORPORATION**

**OF**

**McPHERSON INDUSTRIES, INC.**

**FILED**  
99 AUG 11 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation shall be McPHERSON INDUSTRIES, INC.

**ARTICLE TWO  
REGISTERED OFFICE AND AGENT**

The location and mailing address of the Corporation's initial registered office in Florida is:

4636 EAST DOESKIN LOOP  
INVERNESS, FLORIDA 34452

The initial registered agent at the registered office is:

JOAN A McPHERSON.

The corporation's principal office and mailing address is:

4636 EAST DOESKIN LOOP  
INVERNESS, FLORIDA 34452

**ARTICLE THREE  
PURPOSE**

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

**ARTICLE FOUR  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE FIVE  
INCORPORATOR**

The name and post office address of the incorporator is:

Name	Address
JOAN A. McPHERSON	4636 E DOESKIN LOOP INVERNESS, FLORIDA 34452

**ARTICLE SIX  
DIRECTORS**

The Board of Directors shall consist of 2 members initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name	Address
JOAN A. McPHERSON President Secretary/Treasurer	4636 E DOESKIN LOOP INVERNESS, FLORIDA 34452
LEONARD A. McPHERSON Vice President	4636 E DOESKIN LOOP INVERNESS, FLORIDA 34452

**ARTICLE SEVEN  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

**ARTICLE EIGHT  
STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$50.00.

**ARTICLE NINE  
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every 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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 3 day of May, 1999.

  
JOAN A. MCPHERSON

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 3  
day of May, 1999 by JOAN McPHERSON, who is personally known to me  
or who has produced \_\_\_\_\_ as  
identification and who did take an oath.

Print: Yvette E. Patton  
Signature: Yvette E. Patton  
Notary Public  
State of Florida At Large  
Commission Expires: \_\_\_\_\_

[Seal]



Yvette E. Patton  
MY COMMISSION # CG650780 EXPIRES  
May 27, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS  
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

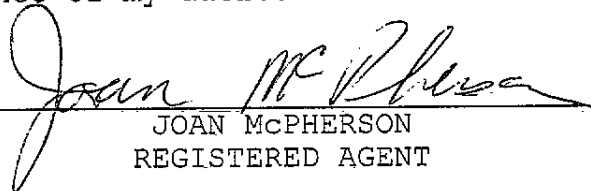
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That McPHERSON INDUSTRIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Inverness, County of Citrus and State of Florida has named JOAN McPHERSON as its agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JOAN McPHERSON  
REGISTERED AGENT

5/3/99  
DATE

**FILED**  
99 AUG 11 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA