

Charter Number Only

9/23/99

PR00084251

VALIDATION ONLY

Requestor's Name  
Lucio Mandler P.A.  
Address  
701 Brickell Ave #2000  
Miami FL 33131  
City State ZIP Phone

800002994588-0  
-09/23/99-01011-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

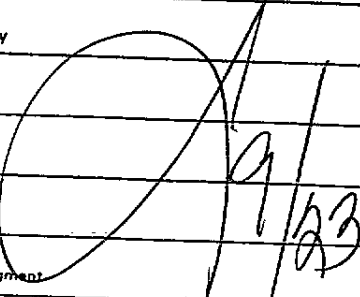
MES Gate Fabrications, INC.



Empire Toll Free: 1-800-432-3028

RECEIVED  
99 SEP 23 AM 9:33  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> After 4:30                 |
|  |  | <input type="checkbox"/> Mail Out                   |

Name	
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Document	
Examiner	
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CERTIFIED COPY

FILED  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
M & S GATE FABRICATIONS, INC.

**FILED**  
99 SEP 23 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:**

**FIRST:** The name of the corporation is **M & S GATE FABRICATIONS, INC.**

**SECOND:** The period of its duration is perpetual.

**THIRD:** The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

**FOURTH:** The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

**FIFTH:** The aggregate number of shares which the corporation shall have authority to issue is **ONE HUNDRED (100) SHARES** of capital stock, \$1.00 par value each. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is two (2) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

**Scott Roether  
9269 Yearling Drive  
Lake Worth, Florida 33467**

**Renee McIntosh  
12108 Landing Way  
Cooper City, Florida 33026**

**SEVENTH:** The name and address of the sole incorporator is:

**Scott Roether  
9269 Yearling Drive  
Lake Worth, Florida 33467**

**EIGHTH:** The name and address of the initial registered agent and the initial registered office are:

**Scott Roether  
9269 Yearling Drive  
Lake Worth, Florida 33467**

**NINTH:** The principal office of the corporation is:

**3625 Pembroke Road, Bay C-8  
Hollywood, Florida 33021**

**TENTH:** Except as to such agreements as the shareholders may execute, no stockholder of this corporation shall, because of his or her ownership of stock have any pre-emptive or other right to purchase, subscribe for or take any part, prorata or otherwise, of any securities, equity, debt or

otherwise, or options, rights or warrants to purchase any such securities issued or sold by this corporation, whether for cash or for property, and whether now or hereafter authorized.

**ELEVENTH:** This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

**TWELTH:** No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or

ratifies such contract or transaction.

**THIRTEENTH:** The corporation elects to be treated for all purposes under and pursuant to Subchapter S (Sections 1371 through 1379 inclusive) of the Internal Revenue Code of 1954, as amended.

DATED: <sup>September 11,</sup>  
~~August~~ \_\_, 1999

  
\_\_\_\_\_  
SCOTT ROETHER, Incorporator

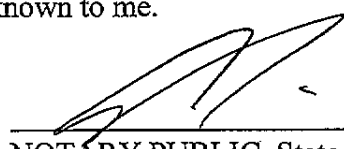
**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

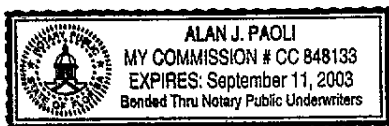
  
SCOTT ROETHER, Initial Registered Agent

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this the 13 day of <sup>Sept.</sup> August, 1999, by Scott Roether who did take an oath and who is personally known to me.

  
NOTARY PUBLIC, State of  
Florida at Large

My commission expires:



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