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**HANKS AND FROST, P.A.**  
**LAWYERS**

Tom Frost  
Member of the Florida & Michigan Bars  
Mark Hanks  
Member of the Florida & Missouri Bars

The Bay West Center  
7901 Fourth Street North, Suite 315  
St. Petersburg, FL 33702  
Tele: (727) 578-8529/Fax: 579-0539

November 3, 1999

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

900003036769--3  
-11/05/99--01078--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Metal Surface Engineering, Inc.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Metal Surface Engineering, Inc. along with a check in the amount of \$78.75 for the filing fee, designation of registered agent and certified copy. An exact copy of the Articles is also enclosed.

Please return a certified copy of the Articles to my office.

Sincerely,



Thomas Frost  
TMF;kd

Enclosure

99 NOV -5 AM 8:46  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/8-99  
3

ARTICLES OF INCORPORATION  
OF

Metal Surface Engineering, Inc.

99 NOV -5 AM 8:46  
FILED  
RECORDED  
CLERK OF CIRCUIT COURT  
JULIA B. BEE FLORIDA

ARTICLE ONE

1.01. The name of the Corporation shall be Metal Surface Engineering, Inc..

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01. The location and address of the Corporation's initial registered office in Florida is 2821 Skimmer Point Drive South, Gulfport, Pinellas County. The initial registered agent at the registered office is Geoff Apthorp.

ARTICLE THREE

3.01. The principal place of business and mailing address of the Corporation shall be 2821 Skimmer Point Drive South, Gulfport, Florida 33707.

ARTICLE FOUR

DURATION

4.01. The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01. The names and post office addresses of the incorporators are:

Name	Address
Geoff Apthorp	Post Office Box 531292 Gulfport, FL 33707-1292

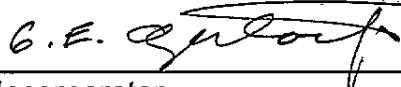
ARTICLE SIX  
CAPITAL STOCK

6.01. The number of shares of stock that the Corporation is authorized to have outstanding is 1,000.

ARTICLE SEVEN  
AMENDMENT OF ARTICLES

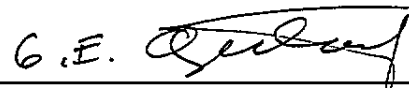
7.01. The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3<sup>rd</sup> day of November, 1999.

  
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated this 3<sup>rd</sup> day of November, 1999.

  
Registered Agent