

P99000109452

HARKAVY, MITCHELL & STEWART, P.A.

Attorneys At Law

219 South Orange Avenue
Sarasota, Florida 34236-6899
TELEPHONE: (941) 365-3131
FACSIMILE: (941) 366-8552

FILED
99 DEC 16 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID M. MITCHELL
DONALD A. STEWART

Of Counsel
MARTIN R. HARKAVY

December 13, 1999

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

200003072332--2
-12/16/99--01027--012
*****78.50 *****78.50

RE: KUHN TOOL AND DIE, INC.

Gentlemen:

Enclosed please find the following:

1. Original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. Check in the amount of \$78.50 representing \$35.00 Filing Fee, \$8.50 certified copy of Certificate and \$35.00 Resident Agent fee.

Thank you for your anticipated courtesy and cooperation.

Very Truly Yours,

HARKAVY, MITCHELL & STEWART, P.A.

David M. Mitchell

David M. Mitchell

DMM:cb
Enclosures

D. BROWN DEC 20 1999

KUHN TOOL AND DIE, INC.
ARTICLES OF INCORPORATION

FILED
99 DEC 16 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the subscribers form a corporation under Florida law.

1. NAME. The name of the corporation is: KUHN TOOL AND DIE, INC.
2. NATURE OF BUSINESS. The corporation may engage in any activity or business permitted under the laws of the United States or this State or both.
3. CAPITAL STOCK. The corporation is authorized to issue 1000 shares of common stock. The Board of Directors may dispose of the authorized but unissued stock from time to time.
4. INITIAL CAPITAL. The corporation will begin business with capital of \$500.00.
5. TERM. The corporation shall exist perpetually.
6. REGISTERED OFFICE ADDRESS. The initial Street address, principal address and registered office address of the corporation in Florida is: 2123 Porter Lake Drive, Sarasota, Florida 34240. It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent at this address is Harold C. Kuhn.
7. DIRECTOR. The corporation shall have two (2) directors initially. The number may be changed from time to time by the stockholders.
8. INITIAL DIRECTOR. The name and Street address of each member of the first Board of Directors is:

Harold C. Kuhn
2123 Porter Lake Drive
Sarasota, FL 34240

D. Joy Kuhn
2123 Porter Lake Drive
Sarasota, FL 34240

9. OFFICERS. Names of the initial officers of the corporation are:

President	Harold C. Kuhn
Treasurer/Secretary	D. Joy Kuhn

10. SUSCRIBER. The name and street address of each subscriber to these Articles of Incorporation is Harold C. Kuhn.

11. ORGANIZATION. The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.

12. BYLAWS. After adoption of the initial by laws under the preceding article, by laws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.

13. REGISTERED RESIDENT AGENT. The corporation designates Harold C. Kuhn, as its agent to accept service of process within this State.

14. STOCK RESTRICTIONS. By agreement stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.

15. CONFLICT OF INTEREST. No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation,

form or association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or voidable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board or Directors or committee.

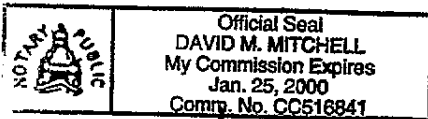
DATED this 13th day of December 1999.

Harold C. Kuhn
Harold C. Kuhn

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13th day of December, 1999, by Harold C. Kuhn, as President of KUHN TOOL AND DIE, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me (or has produced _____ as identification)

David M. Mitchell
NOTARY PUBLIC



Printed Name
State of Florida at Large (Seal)
My Commission Expires:

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

Harold C. Kuhn
Harold C. Kuhn

FILED
99 DEC 16 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA