

P. MICHAEL MANNING, JR.
ATTORNEY AT LAW
101 S.E. SIXTH AVENUE • SUITE B
DELRAY BEACH, FLORIDA 33483-5261
407-276-1989 / Fax 407-276-4550

February 21, 1997

SECRETARY OF STATE
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

900002100949--4
-02/28/97--01057--001
****122.50 ****122.50

RE: SUN BELT HYDRAULIC & EQUIPMENT, INC.
Articles of Incorporation

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of SUN BELT HYDRAULIC & EQUIPMENT, INC., together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

TOTAL \$122.50

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation in the return envelope.

Thank you for all your kind attention and cooperation in this matter.

Sincerely,

P. Michael Manning
P. MICHAEL MANNING

PMM/mhh

Enclosure

cc: Mario P. Chavez

MAR 6

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BSB

ARTICLES OF INCORPORATION
OF
SUN BELT HYDRAULIC & EQUIPMENT, INC.

FILED
97 FEB 28 AM 8:10
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **SUN BELT HYDRAULIC & EQUIPMENT, INC.** and the initial place of business for said corporation shall be at: 3540 Cypress Wood Ct., Lake Worth, FL. 33467.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of the State of Florida.

ARTICLE III

This corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE IV

This corporation is authorized to issue 7500 shares of common stock with par value at \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

1. Voting Rights: Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the shareholders in the election of directors.
2. Dividend Rights: Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.
3. Liquidation Rights: Every share of common stock shall participate, pro-rata, in the assets of the corporation available for distribution, in the event of liquidation or dissolution of the corporation, whether such liquidation or dissolution is voluntary or involuntary.

ARTICLE V

The street address of the initial registered office of this corporation is 3540 Cypress Wood Ct., Lake Worth, FL. 33467, and the name of the initial registered agent of this corporation is Mario P. Chavez.

ARTICLE VI

Management of this corporation shall be by the Board of Directors which shall consist initially of one director(s). The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, of the corporation. The name and address of the initial Directors of this corporation are(is):

Mario P. Chavez
3540 Cypress Wood Ct.
Lake Worth, FL. 33467

ARTICLE VII

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

Mario P. Chavez
3540 Cypress Wood Ct.
Lake Worth, FL. 33467

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause.

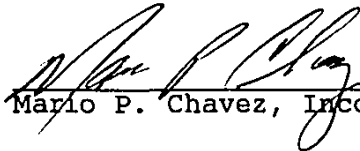
ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21ST day of FEBRUARY, 1997.

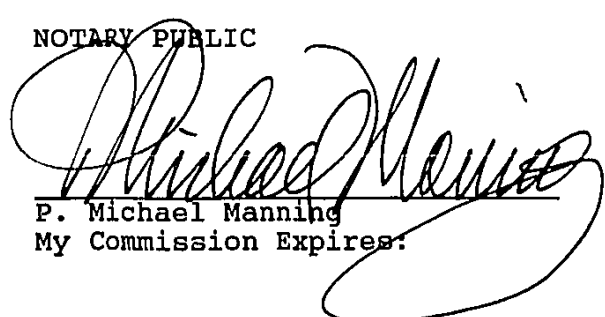

Mario P. Chavez, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mario P. Chavez, personally known to me or who produced _____ as identification, who executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21ST day of February, 1997.

NOTARY PUBLIC


P. Michael Manning
My Commission Expires:

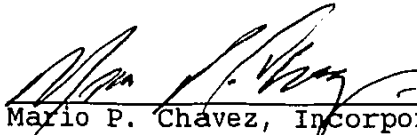


P. MICHAEL MANNING
MY COMMISSION # CG294873 EXPIRES
July 24, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE OF
DESIGNATION OF REGISTERED OFFICE & REGISTERED
RESIDENT AGENT FOR SERVICE OF PROCESS OF
SUN BELT HYDRAULIC & EQUIPMENT, INC.

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of **SUN BELT HYDRAULIC & EQUIPMENT, INC.**, does hereby certify as follows:

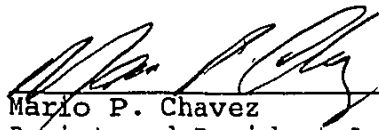
1. The Registered Office of such corporation shall be and the same is located at 3540 Cypress Wood Ct., Lake Worth, FL. 33467.
2. The Registered Agent for service of process of such corporation shall be and same is Mario P. Chavez, and the address is the same as the aforesaid registered office of the corporation.


Mario P. Chavez, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

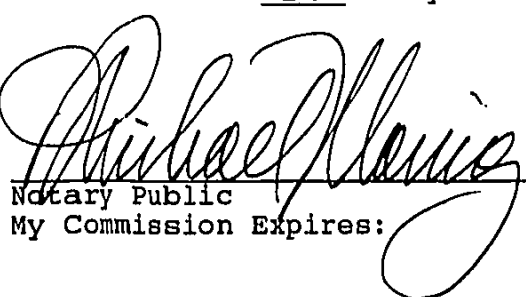
Having been named Registered Agent for service and process of the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with all provisions of law relative to keeping open said office.


Mario P. Chavez
Registered Resident Agent

Sworn to and subscribed before me this 21 day of
Feb, 1997.



P. MICHAEL MANNING
MY COMMISSION # CC294873 EXPIRES
July 24, 1997
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
My Commission Expires: