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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

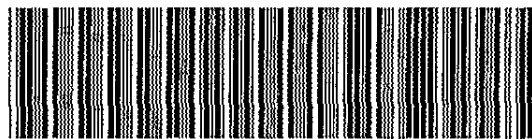
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PIONEER EQUIPMENT ENTERPRISES, CORPORATION

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

WILLIAM CARTER, III

(Name of Person)

PIONEER EQUIPMENT ENTERPRISES, CORPORATION

(Firm/Company)

3251 Buckhorne Creek Rd.

(Address)

Brandon, Florida 33511

(City/State and Zip code)

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For further information concerning this matter, please call:

CLEO TAYLOR

(Name of Person)

at (310) 328-2098

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PIONEER EQUIPMENT ENTERPRISES, CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEVADA 3. 88-0412068
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 17, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5300 WEST SAHARA, SUITE 101, LAS VEGAS, NEVADA 89146
(Principal office address)
P.O. BOX 27740, LAS VEGAS, NEVADA 89126
(Current mailing address)

8. To engage in any lawful activity, within or without the State of Nevada.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: WILLIAM CARTER, III
Office Address: 3251 Buckhorne Creek Rd
Brandon, Florida 33511
(City) (Zip code)

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10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

William Carter III
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: _____

Address: _____

Director: MICHAEL L. POTTER

Address: P.O. BOX 27740

LAS VEGAS, NEVADA 89126

Director: _____

Address: _____

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B. OFFICERS

President: MICHAEL L. POTTER

Address: P.O. BOX 27740, LAS VEGAS, NEVADA 89126

Vice President: _____

Address: _____

Secretary: MICHAEL L. POTTER

Address: P.O. BOX 27740, LAS VEGAS, NEVADA 89126

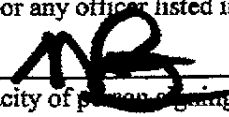
Treasurer: MICHAEL L. POTTER

Address: P.O. BOX 27740, LAS VEGAS, NEVADA 89126

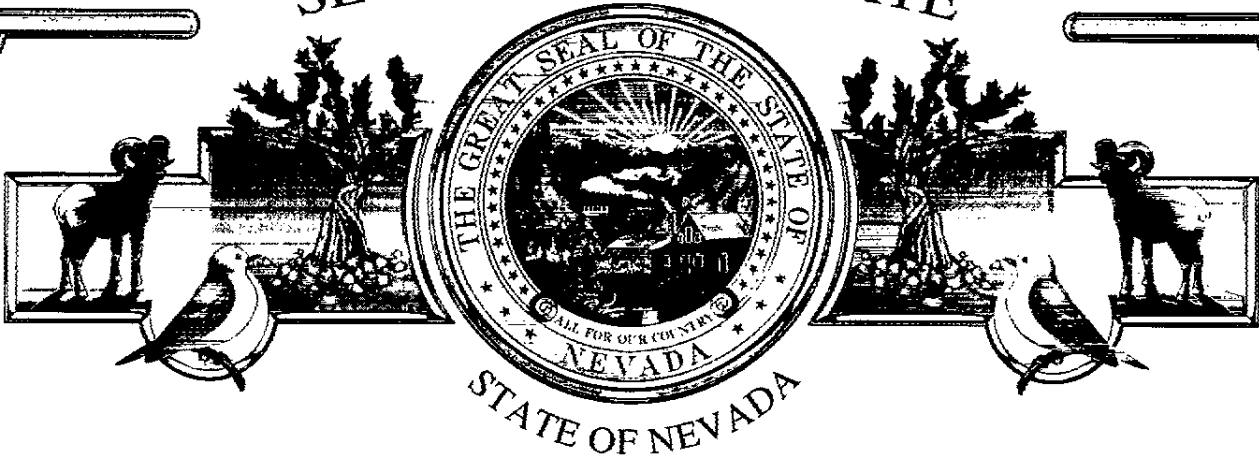
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL L. POTTER, PRESIDENT
(Typed or printed name and capacity of person signing application)



SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PIONEER EQUIPMENT ENTERPRISES, CORPORATION**, as a corporation duly organized under the laws of **NEVADA** and existing under and by virtue of the laws of the State of Nevada since December 17, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 10, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Robert

Certification Clerk