

F90546

Lift Equipment Services, Inc.

369 Blanding Blvd., Suite 912
Orange Park, FL 32073
(904) 272-1202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 AM 8:58

June 2, 2000

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

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52.50

Re: Articles of Amendment to Articles of Incorporation
Lift Equipment Services, Inc.

Dear Sir or Madam:

Articles of Amendment are enclosed for filing. Please provide one certified copy of the articles and one certificate of status.

A check in the amount of \$52.50 payable to the Department of State is enclosed to cover the \$35 filing fee and \$8.75 each for the certified copy and the certificate of status.

Sincerely,



Christopher J. Gatenby
President

enclosure

Amend

V. SHEPARD JUN 16 2000

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
LIFT EQUIPMENT SERVICES, INC.**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of section 607.1006, Florida Statutes this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1) AMENDMENTS ADOPTED:

Articles IV, VI, VII and IX are amended to read as follows:

ARTICLE IV – CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is 369 Blanding Blvd., Suite 912, Orange Park, FL 32073. The name and address of the registered agent of this corporation is Christopher J. Gatenby, 369 Blanding Blvd., Suite 912, Orange Park, FL 32073.

Having been named as registered agent and to accept service of process for the above named company at the place designated in this document, 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Signature: _____

Christopher J. Gatenby

Date: _____

June 1, 2000

ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have one or more directors. The number of directors shall be determined by the stockholders at their annual meeting.

ARTICLE VII – RESTRAINT ON TRANSFER OF SHARES

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Articles X, XI, XII and XIII are added as follows:

ARTICLE X – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director,

officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

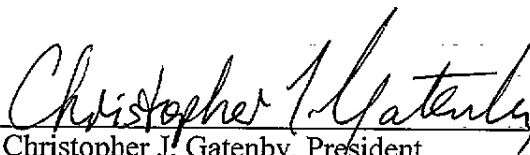
2) DATE OF AMENDMENT

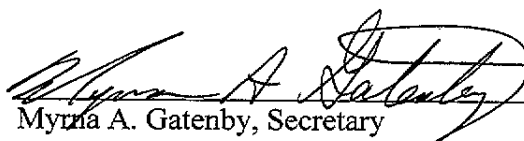
The foregoing amendments are all adopted as of June 1, 2000.

3) ADOPTION OF AMENDMENT

The amendments were approved by the shareholders. Votes representing all outstanding shares were cast unanimously in favor of the amendments.

Signed this 1st day of June, 2000

By: 
Christopher J. Gatenby, President


Myrta A. Gatenby, Secretary