

Hilton and Associates

A Service Company

8371 La Palma #11 • La Palma, CA 90620 • (714) 647-2421 • Fax (714) 739-178

December 9, 1994

Florida Secretary of State  
Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: MCLAKE EQUIPMENT COMPANY  
A Delaware corporation

Gentlemen:

We have enclosed Delaware Secretary of State's "Certificate of Incorporation", and "Certificate of Good Standing", dated December 1, 1994, and "Application By Foreign Corporation For Authorization To Transact Business In Florida" and a check in the amount of seventy eight and 75/100 dollars (\$78.75) as follows:

Filing fee	35.00
Registered Agent	
Designation fee	35.00
Certificate of Status	<u>8.75</u>
Total	78.75

It is requested that you process our application as soon as possible. We are starting some business that requires the "Florida Certificate of Status". Should you require additional information or have any questions, feel free to contact Hilton P. Bowen, CPA at (714) 647-2421.

Thank you for your assistance.

Very truly yours,

Hilton P. Bowen

Hilton P. Bowen, CPA

enclosures

Copy: McLake Equipment Company

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 2 1995  
4:40

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## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JAN 12 PM 1:40

SUBJECT: MCLAKE EQUIPMENT COMPANY  
(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:

Hilton P. Bowen, CPA  
(Name of Person)  
HILTON AND ASSOCIATES  
(Firm/Company)  
83, L-K La Palma #111  
(Address)  
Buena Park, CA 90620  
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

HILTON P. BOWEN at ( 714 ) 647 - 2421  
(Name of Person) Area Code & Daytime Telephone Number

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. MC LAKE EQUIPMENT COMPANY  
(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. DELAWARE 3. 65-0530596  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-18-1994 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01-01-95  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 1221 BRICKELL AVENUE, SUITE 900  
MIAMI, FL 33131  
(Current mailing address)

8. ANY LAWFUL ACT UNDER DELAWARE CORPORATION LAW.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: WANDA R. COURT

Office Address: 1221 BRICKELL AVENUE, SUITE 900

MIAMI, Florida, 33131  
(Zip Code)

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.

Wanda R. Court  
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: WANDA R. COVERT

Address: 1221 BRICKELL AVENUE, SUITE 900  
MIAMI, FL 33131

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: NEVA L. MASS

Address: 1221 BRICKELL AVENUE, SUITE 900  
MIAMI, FL 33131

Treasurer: KATHLEEN A. MASS

Address: 1221 BRICKELL AVENUE, SUITE 900  
MIAMI, FL 33131

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

13.

Wanda R. Covert

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

14.

WANDA R. COVERT, PRESIDENT

(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

NOTICE IS HEREBY GIVEN THAT THE STATE OF DELAWARE HAS  
RECEIVED FROM THE SECRETARY OF THE STATE OF DELAWARE  
A CERTIFICATE OF INCORPORATION FOR THE STATE OF DELAWARE  
AND THAT THE SAME HAS BEEN FILED FOR RECORD IN THE  
OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE  
ON JANUARY 12, 1995.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 12 PM 1:40



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

NOV-18-94 10:00 AM

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/18/1994  
944223352 - 2449685

CERTIFICATE OF INCORPORATION  
of  
MCLAKE EQUIPMENT COMPANY  
A CLOSE CORPORATION

FIRST. The name of this Corporation is MCLAKE EQUIPMENT COMPANY

SECOND. Its registered office in the State of Delaware is to be located at Threa Christina  
Centre, 201 N. Walnut St., City of Wilmington  
County of New Castle The registered agent in charge thereof is The Company  
Corporation

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The amount of total authorized capital stock of the corporation is divided into \_\_\_\_\_  
1,500 shares of \$10 Par Value

FIFTH. The name and mailing address of the incorporator is as follows:  
Vanessa Foster, Threa Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Wanda R. Covert, 1221 Brickell Avenue, Suite 900, Miami, FL 33131

SEVENTH. All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH. Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: November 18, 1994

