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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850)922-4003

From:

Account Name : STANLEY A. GOLDSMITH, ATTORNEY AT LAW
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LIMITED LIABILITY COMPANY

NORTH/SOUTH EQUIPMENT SERVICES L.C.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NORTH/SOUTH EQUIPMENT SERVICES, L.C.
a Florida Limited Liability Company

FIRST:

The name of the Limited Liability Company shall be NORTH/SOUTH EQUIPMENT SERVICES, L.C. (hereinafter referred to as the "Company").

SECOND:

The mailing address and street address of the principal office of the Limited Liability Company is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

THIRD:

The duration of the Company's existence shall be THIRTY (30) years from the date of filing of the Articles of Organization.

FOURTH:

The purposes for which the Company is organized are equipment leasing and brokerage as well as any and all other lawful purposes for which a Limited Liability Company may be organized pursuant to the laws of the State of Florida and the United States.

FIFTH:

The Company shall be managed by its Managers and the names and addresses of such Managers are BRUCE CORBIT whose address is 8 Knevit Place, Guelph, Ontario, Canada N1G2S7 and EMSON EQUIPMENT, INC., c/o RONALD W. BALDUF, President whose address is 1605 Main Street, Suite 1001, Sarasota, FL 34236.

SIXTH:

The Company shall be initially authorized and empowered to issue one class of Membership Unit.

SEVENTH:

The total amount of initial cash contributed to the Company shall be TWO THOUSAND DOLLARS (\$2,000.00). There are no obligations for Members to make additional contributions to the Company.

EIGHTH:

By majority vote of authorized and outstanding Membership Units, the Members may agree to admit additional Members to join the Company and establish the terms of their contributions to join.

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NINTH:

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the business thereof.

TENTH:

Whenever a Member or his legal representative requests a step-up election under Section 754 of the Internal Revenue Code as the same may be amended from time to time, such election shall be made as all Members of the Limited Liability Company, upon subscription for units therein, hereby irrevocably consent to such election when requested by any other Member.

ELEVENTH:

Whenever income is earned by the Company, there shall be, at a minimum, sufficient distribution of income to its Members to allow them to pay, on a timely basis, all of their U.S. Federal, State and local tax liabilities imposed by virtue of their membership interest in the Company.

TWELFTH:

The undersigned hereby forms the Company and agrees to serve as its initial Manager thereof.

EMSON EQUIPMENT, INC., a
Florida corporation

By:

Ronald W. Baldur
RONALD W. BALDUF, President

THIRTEENTH:

Pursuant to the provisions of Section 608.415, Florida Statutes, the Company designates the name and address of its Registered Agent and office as follows:

Stanley A. Goldsmith
1605 Main Street
Suite 1001
Sarasota, Florida 34236


FOURTEENTH:

To the Managers of NORTH/SOUTH EQUIPMENT SERVICES, L.C.

Having been named as Registered Agent and to accept Service of Process for the Company at the place designated in these Articles, 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

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complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.


Stanley A. Goldsmith
1605 Main Street
Suite 1001
Sarasota, Florida 34236


MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of NORTH/SOUTH EQUIPMENT SERVICES, L.C., depose and say:

1. The above-named Limited Liability Company has at least TWO (2) Members.
2. The total amount of initial cash to be contributed by the Members is TWO THOUSAND DOLLARS (\$2,000.00). There is no obligation of Members to contribute additional cash to the Company.
3. There is no property other than cash contributed by Members.
4. The total amount of cash or property anticipated to be contributed by Members is TWO THOUSAND DOLLARS (\$2,000.00). This includes amounts from (2) and (3) above. There is no obligation for Members to make additional contributions.

EMSON EQUIPMENT, INC.

By:


RONALD W. BALDUF, President


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STATE OF FLORIDA)
COUNTY OF SARASOTA) ss:

The foregoing Articles of Organization and Statement of Membership and Contributions were acknowledged before me this 24 day of October, 2000 by RONALD W. BALDUF, as President of EMSON EQUIPMENT, INC., as an Initial Member of NORTH/SOUTH EQUIPMENT SERVICES, L.C. and the Articles of Organization were acknowledged before me by RONALD W. BALDUF, as President of EMSON EQUIPMENT, INC., as an Initial Manager of NORTH/SOUTH EQUIPMENT SERVICES, L.C. He is personally known to me or has produced FL Drivers License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.


Signature of Notary Public

Print Name of Notary Public
I am a Notary Public of the State of Florida
and my commission expires on _____

 Andrea Bailey
My Commission CC664785
Expires July 17, 2001

The foregoing Articles of Organization of NORTH/SOUTH EQUIPMENT SERVICES, L.C. were acknowledged before me this 24th day of October, 2000 by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced N/A as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

Andrea Bair
Signature of Notary Public

Print Name of Notary Public
I am a Notary Public of the State of Florida
and my commission expires on _____

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