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OSCAR BLASINGAME
OF COUNSEL

June 14, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/18/96--01123--004
***\$337.50 ***\$337.50

RE: American Industrial Equipment, L.C.

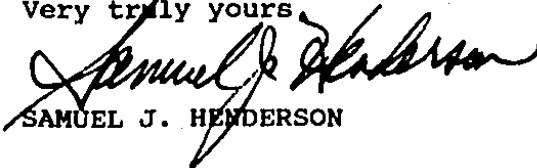
Dear Sir/Madam:

I am enclosing an original plus one of the Articles of Organization with the Affidavit of Membership and Contributions attached as Exhibit "A", and a designation of registered agent.

I am also enclosing a check in the amount of \$337.50 made payable to the Secretary of State for filing the articles and designation, and for a certified copy.

Please forward the certified copy to the undersigned at the above address.

Very truly yours,


SAMUEL J. HENDERSON

SJH/ah
Enclosures

PMC
6.18.96

FILED
96 JUN 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
AMERICAN INDUSTRIAL EQUIPMENT, L.C., a Florida Limited Liability Company
(Under Florida Stat. Sec. 608.407)

The undersigned, desiring to form a limited liability company, under the Florida Limited Liability Company Act, do hereby state the following:

FIRST: The name of said limited liability company shall be AMERICAN INDUSTRIAL EQUIPMENT, L.C.

SECOND: The limited liability company shall exist for the period of time set forth in the Company's Regulations and/or until dissolved in the manner provided by law..

THIRD: The address to which interested persons may direct requests for copies of any Regulations and any bylaws of this limited liability company and the mailing and street address of the company shall be:

AMERICAN INDUSTRIAL EQUIPMENT, L.C.
12747 49th Street North
Clearwater, FL 34622

FOURTH: The purpose of this limited liability company shall be:

- (a) To engage in and carry on the business of retail sales of ladders, scaffolding, and related equipment;
- (b) To conduct any lawful business activities pursuant to Florida law.

FIFTH: The name and street address of the initial registered agent in the state shall be:

VINCENT CARONONGAN, 12747 49th Street, Clearwater, FL 34622.

SIXTH: The Members of the Company shall have the right to admit additional members as set forth in the Company's Regulations.

SEVENTH: The Members of the Company shall have the right to continue the business on 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 as set forth in the Regulations of the Company.

EIGHTH: The Company is to be managed by the following managers, pursuant to the Regulations of the Company, which managers shall serve until the first annual meeting of members or until his successor is elected and qualified: PHILIP A. CERMINARO, 6324 Patton Street, New Orleans, LA 70118 and VINCENT CARONONGAN, 12747 49th Street, Clearwater, FL 34622.

NINTH: An Affidavit setting forth that the Company has at least two members and setting forth the amount of the cash and a description and agreed value of property other than cash contributed by the members and the amount anticipated to be contributed by the members is attached hereto as "Exhibit A," and incorporated herein.

TENTH: The Members and Managers of this limited liability company shall have only the authority expressly set forth in the Company's Regulations.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles Of Organization of American Industrial Equipment, L.C.

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 13th day of June, 19 96.

AMERICAN LADDER & SCAFFOLDING, INC.:


By: Vincent Caronongan, President

CERMINARO-POWE, Ltd.


By: Philip A. Cerminaro, Manager

"EXHIBIT A"
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

SS:

COUNTY OF PINELLAS

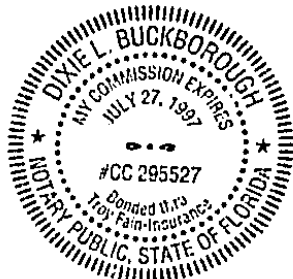
In compliance with Florida Statutes Section 608.407(2), the undersigned Member or authorized representative of a Member of American Industrial Equipment, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the Members is \$20,000.00.
3. If any, the agreed value of property is attached as Exhibit 1 and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the Members is \$20,000.00 or more. This total includes the amounts from 2 and 3 above.


Signature

The foregoing instrument was acknowledged before me this 13th day of June, 1996, by VINCENT CARONONGAN agent, on behalf of American Industrial Equipment, L.C. a limited liability company.

He is personally known to me or has produced _____, as identification.




Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS

SS:

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96 JUN 17 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is AMERICAN INDUSTRIAL EQUIPMENT, L.C.

The name of the registered agent for American Industrial Equipment, L.C. is VINCENT CARONONGAN, and the street address of the company's principal office where the agent is located is 12747 49th Street N., Clearwater, Florida 34622.

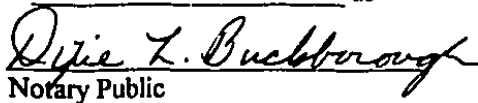
This statement is to acknowledge that, as indicated above, American Industrial Equipment, L.C., has appointed me, VINCENT CARONONGAN, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and 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.

Dated: 6-13-96


Vincent Caronongan, Registered Agent

The foregoing instrument was acknowledged before me this 13th day of June, 1996, by Vincent Caronongan, agent on behalf of American Industrial Equipment, L.C., a limited liability company.

He is personally known to me or has produced _____ as identification.


Notary Public

