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A Professional Association

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 17, 2001

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

Re: **Equippers International, Inc.**

Dear Sir:

Enclosed for filing please find an original and copy of the articles of incorporation for the above-referenced corporation.

Our check in the amount of $78.75 to cover the costs of filing fees is enclosed.

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please do not hesitate to advise.

Very truly yours,

Susan J. Williams

Susan J. Williams

Enclosures

PS 7/24/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EQUIPPERS INTERNATIONAL, INC.

The undersigned, acting as incorporator of a Corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation shall be **EQUIPPERS INTERNATIONAL, INC.**

ARTICLE II
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE

The street address for the Corporation is 6198 Quail Ridge Drive, Port Orange Florida 32128.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is religious and charitable.

ARTICLE IV - DIRECTORS

The qualifications for directors and the manner of their selection and removal will be provided for in the by-laws. The method of election of directors will be provided for in the by-laws. The number constituting the initial Board of Directors of the Corporation is seven (7), as stated in the by-laws, and are as follows:

1. Director: Anthony J. Duncan, 6198 Quail Ridge Drive, Port Orange Florida 32128 or P.O. Box 11694, Daytona Beach, Florida 32120.

2. Director: Sheila G. Duncan, 6198 Quail Ridge Drive, Port Orange Florida 32128 or P.O. Box 11694, Daytona Beach, Florida 32120.

3. Director: Roxann Gagel, 8107 E. 93rd Street South #1208, Tulsa, OK

74133.

4. Director: Patty Righthouse, 4063 South State Road 203, Lexington, Indiana 47138.

5. Director: Jamal Outten, 9900 Grassland Drive #8, Louisville, Kentucky 40229.

6. Director: Mathias Martinez, 202 S. Galt Avenue, Louisville, Kentucky, 40206.

7. Director: Aaron Branch, 9736 Highway 135 S.W. Mauckport, Indiana 47142.

ARTICLE V -FIRST OFFICERS

The names and street addresses of the first officers, all of whom shall hold office until their successor are duly elected and qualified, are as follows:

1. President: Anthony J. Duncan, 6198 Quail Ridge Drive, Port Orange Florida 32128 or P.O. Box 11694, Daytona Beach, Florida 32120.

2. Vice-President: Sheila G. Duncan, 6198 Quail Ridge Drive, Port Orange Florida 32128 or P.O. Box 11694, Daytona Beach, Florida 32120.

3. Secretary: Roxann Gagel, 8107 E. 93rd Street South #1208, Tulsa, OK 74133.

4. Treasurer: Patty Righthouse, 4063 South State Road 203, Lexington, Indiana 47138.

ARTICLE VI -NO CAPITAL STOCK

This corporation is organized under a non-stock basis.

ARTICLE VII - DURATION

This Corporation shall have perpetual existence, commencing on the date of acceptance and filing of these Articles with the Secretary of State, Division of Corporations, of the State of Florida.

ARTICLE VIII - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE IX- ACTIVITIES-NON-PROFIT STATUS

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X-AMENDMENTS

The corporation's right to amend, alter, change or repeal any provision contained in these Articles of Incorporation will be provided for in the Bylaws of the Corporations.

ARTICLE XI - MEMBERS

The qualifications for members and the manner of their admission will be provided for in the Bylaws of the Corporation.

ARTICLE XII - ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES

Said Corporation is organized exclusively for religious and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE XIII - PROHIBITIONS TO INSURE TAX-EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the

Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Unites States Internal Revenue Law).

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of the duty. The Corporation may also reimburse any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Said rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

ARTICLE XV - MEETINGS

The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

ARTICLE XVI - REGISTERED AGENT

The name and address of the Corporation's initial registered agent in the State of Florida is Susan J. Williams, Esquire, 5200 South U.S. Highway 17-92, Casselberry, Florida 32707.

ARTICLE XVII - INCORPORATOR

The name and address of the initial incorporator is as follows: Anthony J. Duncan, 6198 Quail Ridge Drive, Port Orange, Florida 32128.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Incorporation this 17th day of July, 2001.

Anthony J. Duncan

ANTHONY J. DUNCAN, Incorporator/Director

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me on this 17th day of July, 2001, by **ANTHONY J. DUNCAN** (check one) ✓ who is personally known to me or / who produced a Florida Drivers license as identification

Susan J. Williams

NOTARY PUBLIC, State of Florida
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
SUSAN J. WILLIAMS
MY COMMISSION # CC 943349
EXPIRES: June 7, 2004
Bonded Thru Budget Notary Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 and 617.0502 of Florida Statutes, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

EQUIPPERS INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Susan J. Williams, Esquire
5200 South U.S. Highway 17-92
Casselberry, Florida 32707

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for **EQUIPPERS INTERNATIONAL, INC.** hereby accepts such appointment this 17th day of July, 2001, and states that she is familiar with, and accepts, the obligations provided for in Section 617.0503 Florida Statutes.

Susan J. Williams

Susan J. Williams, Registered Agent