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ACCOUNT NO. : 072100000032

REFERENCE : 654993 11663B

AUTHORIZATION :
COST LIMIT : \$ 70 *Patricia Pigato*

ORDER DATE : April 7, 2000

ORDER TIME : 12:36 PM

ORDER NO. : 654993-005

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CUSTOMER NO: 11663B

CUSTOMER: Paul R. James, Esq
KUBICKI DRAPER GALLAGHER &
KUBICKI DRAPER GALLAGHER &
Suite 1600
One E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: ALL WORLD EQUIPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
00 APR - 7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR - 7 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T BROWN APR - 7 2000

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**ARTICLES OF INCORPORATION
OF
ALL WORLD EQUIPMENT, INC.**

FILED
00 APR -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
IDENTIFICATION**

The name of the corporation is ALL WORLD EQUIPMENT, INC. and the principal office is located at 4711 North Dixie Highway, Fort Lauderdale, FL 33334.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

**ARTICLE III
PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The capital stock of this corporation shall consist of one thousand (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation and his address is as follows: Paul R. James, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than four (4) Directors. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have two (2) directors. The names and addresses of the initial Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Guy Vincent DiScullo	4711 North Dixie Highway, Fort Lauderdale, FL 33334
2.	Loretta Frost	4711 North Dixie Highway, Fort Lauderdale, FL 33334

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is Paul R. James, Esq. c/o Kubicki Draper, One E. Broward Blvd., Suite 1600, Ft. Lauderdale, FL 33301.

ARTICLES VIII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.


4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed

by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

6. This corporation shall be designated as a SubChapter "S" Corporation under the applicable provisions of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 6 day of April, 2000.



Paul R. James, Esq.

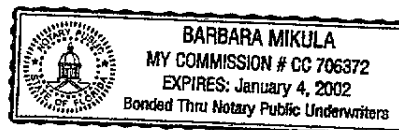
STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing instrument was acknowledged before me this 6th day of April, 2000 by Paul R. James, Esq., who is personally known to me.

{seal}

NOTARY PUBLIC:


Print Name:



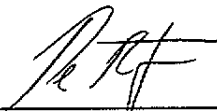
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

All World Equipment, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 4711 North Dixie Highway, Fort Lauderdale, FL 33334, County of Broward, State of Florida, has named Paul R. James, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607.0501 of the Florida Statutes.



Paul R. James, Esq.

FILED
00 APR -7 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA