

Division of Corporations

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**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : DEAN AND DEAN, LLP
Account Number : I19980000091
Phone : (352)368-2800
Fax Number : (352)867-5787

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

464 Equipment Co.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
464 EQUIPMENT CO.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name: The name of this corporation is **464 EQUIPMENT CO.** The corporation's principal office is located at 230 N.E. 25th Avenue, Ocala, Florida 34470.

ARTICLE II

Business and Activities: This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock: The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence: This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of this corporation is 230 N.E. 25th Avenue, Ocala, Florida 34470. The name of the initial registered agent of this corporation is **JONATHAN S. DEAN.**

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ARTICLE X

Amendment: These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 21st day of August, 2000.



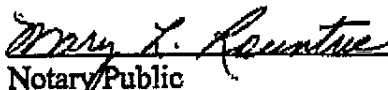
JONATHAN S. DEAN

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 21st day of August, 2000 by , who is personally known to me.



Notary Public

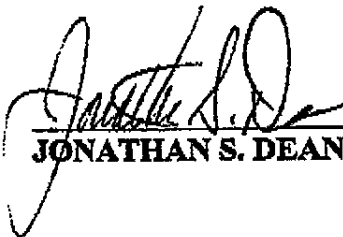
Commission Number:

MARY L. ROUNTREE
Notary Public, State of Florida
My comm. expires April 20, 2001
Comm. No. CC835491

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **464 EQUIPMENT CO., I** hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated August 21, 2000.



JONATHAN S. DEAN

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