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LAW OFFICES

STEVEN GOLDSTON, P.A.

KILLIAN PROFESSIONAL VILLAGE

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August 18, 2000

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

FILED
00 AUG 21 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: MATERIALHANDLING.COM, INC.

Gentlemen:

Enclosed is my check in the amount of \$78.75 representing filing fees, registered agent designation and the cost of a certified copy of Articles of Incorporation together with the original and one copy of the Articles of Incorporation.

Very truly yours,



Steven Goldston
SG/dm

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-08/21/00--01116--005
*****78.75 *****78.75

Enclosures
cc: Gary Vogler

T. Burch AUG 25 2000

**ARTICLES OF INCORPORATION
OF
MATERIALHANDLING.COM, INC.**

FILED
00 AUG 21 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MATERIALHANDLING.COM, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) par value Common Stock.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 16500 N.W. 7TH Avenue, Miami, FL 33169.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16500 N.W. 7TH Avenue, Miami, FL 33169, and the name of the initial registered agent at said address is John G. Vogler.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are as follows:

John G. Vogler	16500 N.W. 7 th Avenue Miami, Florida 33169
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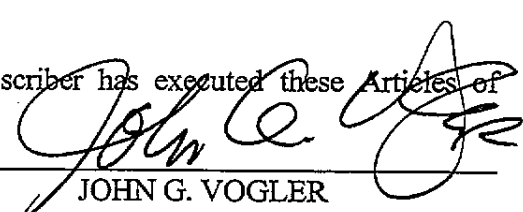
Judith Vogler	16500 N.W. 7 th Avenue Miami, Florida 33169
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

John G. Vogler	16500 N.W. 7 th Avenue Miami, Florida 33169
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of AUGUST, 2000.



JOHN G. VOGLER

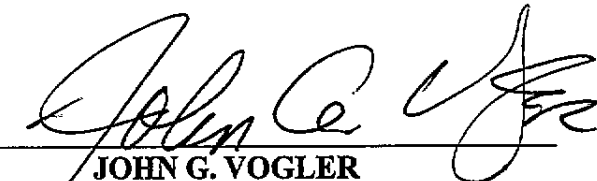
CERTIFICATE OF REGISTERED AGENT
OF
MATERIALHANDLING.COM, INC.

FILED
00 AUG 21 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 16500 N.W. 7th Avenue, Miami, Florida 33169, has named John G. Vogler, located at the aforesaid address, as its registered agent to accept service of process within the state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JOHN G. VOGLER
8-15-00

DATE