

TRANSMITTAL LETTER

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

FILED
00 AUG 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Alliance Equipment Distributors, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Arnaldo Hernandez
Name (Printed or typed)

838 NW 42nd. Place
Address

Pompano Beach, FL 33064
City, State & Zip

(954) 788-3727 or 943-4935
Daytime Telephone number

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*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

9-5

**ARTICLES OF INCORPORATION
OF
ALLIANCE EQUIPMENT DISTRIBUTORS, INC.**

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

ARTICLE I – NAME OF CORPORATION

The name of this corporation shall be:

ALLIANCE EQUIPMENT DISTRIBUTORS, INC.

ARTICLE II – GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of buying and selling industrial and construction machinery and vehicles under the laws of the State of Florida.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of services of the business.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of this corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of One Cent (\$0.01), which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

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C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV – DURATION

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation shall be:

838 N.W. 42nd Place
Pompano Beach FL 33064

The name of the initial registered agent of this corporation and his address shall be:

Arnaldo Hernandez
838 N.W. 42nd Place
Pompano Beach FL 33064

ARTICLE VI – BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four (4).

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the by-laws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receive compensation therefor.

ARTICLE VII – INITIAL DIRECTORS

The name and street address of the initial members of the board of directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
ARNALDO HERNANDEZ	838 N.W. 42 nd Place Pompano Beach, FL 33064
CORNELIUS TAMBOER	505 Navamar Street Cerro Las Mesas Mayaguez, PR 00680
HECTOR L. DEL RIO	5 Luis De Celis Street Urb. Hostos Mayaguez, PR 00680
ARNALDO A. HERNANDEZ	12206 W. Sample Road Coral Springs, FL 33065

ARTICLE VIII – INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
ARNALDO HERNANDEZ	838 N.W. 42 nd Place Pompano Beach, FL 33064

ARTICLE IX – SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation and who is approved by the majority of remaining shareholders. Upon the death of a shareholder or the occurrence of any event requiring that a shareholder divides his assets, the remaining shareholders shall have the right to purchase all shares of the deceased shareholder or of the shares to be divided out. Such purchase of shares shall be made in proportion to currently owned shares and at the price established by the board of directors during their first annual meeting of each calendar year. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X – PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the board of directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held and all shares of common stock currently authorized and issued.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of at least seventy-five percent (75%) of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any by-laws not adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any by-laws adopted by the shareholders.

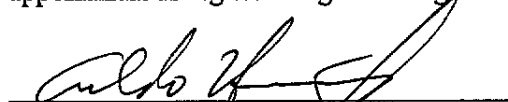
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 2000.


ARNALDO HERNANDEZ


EXECUTED IN THE STATE OF FLORIDA, COUNTY OF Broward.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Arnaldo Hernandez, Registered Agent

8/30/00
Date


Arnaldo Hernandez, Incorporator

8/30/00
Date

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00 AUG 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA