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KLEIN & KLEIN

Attorneys at Law
333 N.W. 3 Avenue
Ocala, Florida 34475

Phone (352) 732-7750
Fax (352)

Harvey R. Klein
H. Randolph Klein
732-7754

January 26, 2001

700003590207-4
-01/29/01-01102-015-4
*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

FILED
01 JAN 29 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: A & S Outdoor Power Equipment, Inc.

Gentlemen:

Enclosed are the following items regarding the above:

1. Original Articles of Incorporation.
2. Check payable to Secretary of State in the amount of \$78.75 to cover the filing fee and certificate designating resident agent.

Please send the acknowledgment to this office.

Sincerely,


HARVEY R. KLEIN

HRK/sg

Enclosures

ARTICLES OF INCORPORATION

OF

A & S OUTDOOR POWER EQUIPMENT, INC.

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01 JAN 29 AM 10:58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be: **A & S OUTDOOR POWER EQUIPMENT, INC.**

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and registered office shall be: **4332 NW 110 Avenue, Ocala, FL 34482** and the name of its initial Registered Agent at such address shall be: **GLENN C. LAUDERDALE**

V.

The corporation shall have no Directors and the business of the corporation shall be

managed by the stockholders.

VI.

The name and address of the incorporator is:

GLENN C. LAUDERDALE
4332 NW 110 Avenue
Ocala, FL 34482

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed
this 25th day of January, 2001.



GLENN C. LAUDERDALE


STATE OF FLORIDA
COUNTY OF MARION

Before me, a Notary Public this day personally appeared GLENN C. LAUDERDALE,
who is personally known to me or produced _____ as identification, who executed
the foregoing instrument and acknowledged before me the execution thereof for the uses and
purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 25th day
of January, 2001.




Harvey R. Klein
MY COMMISSION # CC826645 EXPIRES
May 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida
My Commission Expires:

Having been named Registered Agent of **A & S OUTDOOR POWER EQUIPMENT, INC.**, I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.



Glenn C. Lauderdale, Registered Agent

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