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December 7, 2001

Sylvan
A.
Wells,
P.A.

Lawyers

618 N. Wild Olive
P.O. Box 265307
Daytona Beach,
Florida 32126
U.S.A.

Honorable Katherine Harris,
Secretary of State
Florida Department of State
Corporate Records Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Morgan Equipment, Inc.

EFFECTIVE DATE

12-6-01

600004715946--6
-12/10/01--01051--015
*****70.00 *****70.00

(386) 255-5325
FAX (386) 238-3334

Internet E-Mail
sylvanwells@
earthlink.net

Sylvan A. Wells,
Board Certified
Civil Trial Lawyer
Certified Mediator

Dear Madam:

Enclosed please find the original and one (1) copy of Articles of Incorporation for Morgan Equipment, Inc. Kindly record same and return a copy to the undersigned in the enclosed envelope. Our firm check in the amount of \$70.00 is also enclosed as filing fees.

Thank you for your attention to this matter.

Very truly yours,



Sylvan A. Wells

SAW/lad
Enclosures

01 DEC 10 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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ARTICLES OF INCORPORATION
OF
MORGAN EQUIPMENT, INC.

01 DEC 10 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name.

EFFECTIVE DATE

12-06-01

The name of the Corporation is: MORGAN EQUIPMENT, INC. and the corporation's principal office and mailing address is 2530 Cone Lake Drive, New Smyrna Beach, FL 32168.

Article 2.
Duration.

The duration of the Corporation is perpetual.

Article 3.
Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Capital Stock.

The aggregate number of shares, which the Corporation is authorized to issue, is 5,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

*Sylvan A. Wells, P.A.
Attorneys At Law
P.O. Box 265307
Daytona Beach, FL
(386) 255-5325*

**Article 5.
Initial Registered Office and Agent.**

The street address of the initial Registered Office of the Corporation is 618 North Wild Olive Avenue, Daytona Beach, Florida 32118, and the name of its initial Registered Agent at that address is Sylvan A. Wells.

**Article 6.
Initial Board of Directors.**

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Danny Slucher	2530 Cone Lake Drive New Smyrna Beach, FL 32168
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**Article 7.
Incorporators.**

The name and address of each Incorporator is as follows:

Danny Slucher	2530 Cone Lake Drive New Smyrna Beach, FL 32168
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**Article 8.
Amendment.**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to the, and any right conferred upon the Shareholders is subject to this reservation.

**Article 9.
Bylaws.**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10.
Commencement of Corporate Existence.

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 6TH day of December, 2001.


DANNY SLUCHER

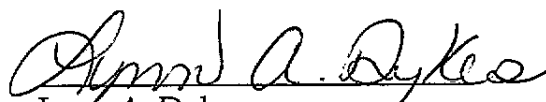
STATE OF FLORIDA)
):ss
COUNTY OF VOLUSIA)

Before me personally appeared DANNY SLUCHER to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of December, 2001.



Lynn A. Dykes
MY COMMISSION # CC877896 EXPIRES
November 13, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Lynn A. Dykes
Notary Public, State of
Florida at Large.
My commission expires:

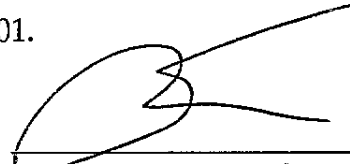
ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
MORGAN EQUIPMENT, INC., which is contained in the foregoing Articles of

Sylvan A. Wells, P.A.
Attorneys At Law
P.O. Box 265307
Daytona Beach, FL
(386) 255-5325

Incorporation.

DATED this 6th day of December, 2001.



SYLVAN A. WELLS,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA