

PO2000007036

KURT A. STREYFFELER, P.A.

POST OFFICE BOX 777
FORT MYERS, FLORIDA 33902

OFFICE LOCATION:
1422 HENDRY STREET
SUITE 302
FORT MYERS, FLORIDA

TELEPHONE NUMBER:
(941) 332-2900
FACSIMILE NUMBER:
(941) 332-2901

January 11, 2002

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

300004772003-- 9
-01/14/02--01023--018
*****78.75 *****78.75

**RE: ARTICLES OF INCORPORATION OF SOUTHERN GULF EQUIPMENT RENTAL
AND SALES, INC.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for Southern Gulf Equipment Rental and Sales, Inc.. Please approve and file the original and certify the copy.

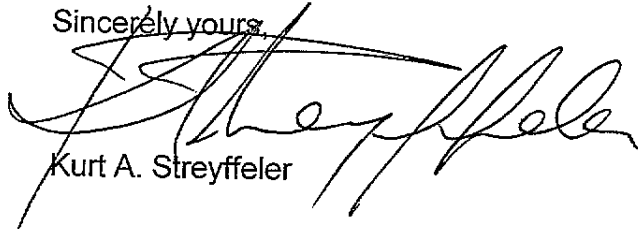
We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$ 8.75
Designation of Registered Agent Filing Fee.....	<u>\$35.00</u>
TOTAL.....	\$78.75

FILED
2002 JAN 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely yours,


Kurt A. Streyffeler

KAS:pw
Enclosures

1/22/02

EFFECTIVE DATE

01/09/02

FILED

2002 JAN 14 PM 2:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN GULF EQUIPMENT RENTAL AND SALES, INC.**

ARTICLE I - NAME

The name of this corporation is SOUTHERN GULF EQUIPMENT RENTAL AND SALES, INC.

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, as now exist or may hereafter be amended. This corporation may engage in each and every aspect of equipment rental and sales (but, only through its officers, employees and agents who are legally authorized to render such services); and, engage in any and every other activity permitted, from time to time, for a corporation so formed to engage in.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property or any form with a value, in the judgment of the directors, equivalent to or

greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The street address of the corporation's principal office is 2205 SE 10th Terrace, Cape Coral, Florida 33990. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors. The corporation's mailing address is 2205 SE 10th Terrace, Cape Coral, Florida 33990.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 2205 SE 10th Terrace, Cape Coral, Florida 33990. The name of the initial registered agent of this corporation at that address is Mark B. Webb.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors, initially, constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws; however, there shall never be less than one Director nor more than five. The name and street address of the members of the initial Board of Directors of the corporation is:

Mark B. Webb, Director, 2205 SE 10th Terrace, Cape Coral, Florida 33990; and
James I. Meredith, Director, 2205 SE 10th Terrace, Cape Coral, Florida 33990.

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VIII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors and as officers, to restrict the transfer of stock by shareholders, to

indemnify directors, officers, employees, agents, and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Mark B. Webb, 2205 SE 10th Terrace, Cape Coral, Florida 33990. The Subscriber of these Articles of Incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transactions of this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or

officer or officers, or this corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 9th day of January, 2002, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.



MARK B. WEBB
Subscriber

STATE OF FLORIDA)
) ss
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County set forth above, personally appeared MARK B. WEBB, known to be and known by me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County
above, this 9th day of January, 2002.

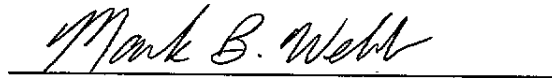


Kurt Streyffeler
Commission # DD 012673
Expires March 27, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC [SEAL]
State of Florida at Large

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place
designated in these Articles of Incorporation, I hereby accept to act in this capacity, and
agree to comply with the requirements of this position.


MARK B. WEBB
REGISTERED AGENT

FILED
2002 JAN 14 PM 2:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA