

PD2000021423

TRANSMITTAL LETTER

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

800004990238--2
-02/22/02--01016--013
*****87.50 *****87.50

Subject: **Warehouse Equipment & Liquidation, Inc.**

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

\$ 87.50 Filing Fee, Certified copy & Certificate
ADDITIONAL COPY REQUIRED

From: Edward G. Magee
800 Pinar Drive
Orlando, fl. 32825
407 273-8970 Daytime phone number

FILED
02 FEB 22 AM 11:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE FEB 26 2002

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ARTICALES OF INCORPORATION

FILED

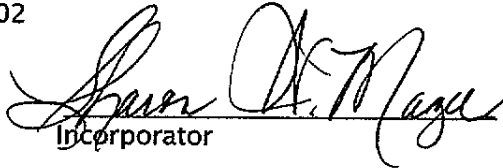
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1. The name of the corporation shall be Warehouse Equipment & Liquidations, Inc.
2. The principal place of business and mailing address of the corporation is: 800 Pinar Drive, Orlando, Florida 32825
3. The corporation shall have the authority to issue 1,000 (one thousand) shares of stock.
4. The registered agent of the corporation is Edward G. Magee and the registered street address is 800 Pinar drive, Orlando, Florida 32825
5. The initial Board of Directors shall have one member whose name and address is as follows: Sharon W. Magee, 800 Pinar Drive, Orlando, Florida 32825

The number of directors may be raised or lowered by amendment of the by-laws Of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Sharon W. Magee, whose street address is: 800 Pinar Drive, Orlando, Florida 32825.

Dated February 19, 2002


Incorporator

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 appointment as registered agent 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 am familiar with and do accept the obligations of my position as registered agent.

Dated February 19, 2002


Registered Agent