

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO2000059022**

C.E.R. Inc

000005636970-5  
-05/29/02-01027-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

02 MAY 29 PM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

02 MAY 29 AM 9:19  
DIVISION OF CORPORATIONS

RECEIVED

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date 5/29

Time 9:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

gc 5/29

**ARTICLES OF INCORPORATION  
OF  
C.E.R., INC..**

\*\*\*\*\*

**FILED**  
**02 MAY 29 PM 11:20**  
**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 I**

The name of this Corporation is: C.E.R., INC.

**ARTICLE II**

**NATURE OF BUSINESS:** The general nature of the business to be transacted by this corporation is:

**Section 1:** To engage in any lawful business, including but not limited to, service, repair, sales, of contractors' equipment.

**Section 2:** To carry on such other business or activities as may be necessary, convenient or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not prohibited by law or by these Articles of Incorporation.

**ARTICLE III**

**CAPITAL STRUCTURE:**

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Initially 100 shares will be issued. The shares will be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE IV**

**TERMS OF EXISTENCE:** This corporation is to exist perpetually. Corporate existence shall begin when this Corporation is filed with the Secretary of State's Office.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of this Corporation in the State of Florida is 715 Apricot Ave., Sarasota, FL 34237, and the name of its initial registered agent is THOMAS ALAN RUMPH.

#### **ARTICLE VI**

**OFFICERS:** The names and addresses of the initial officers are:

President,: THOMAS ALAN RUMPH., 715 Apricot Ave., Sarasota, FL 34237.

Secretary, Treasurer: SHERRY LYN MILLBORN, 715 Apricot Ave., Sarasota, FL 34237

#### **ARTICLE VII**

**INITIAL STOCKHOLDERS:** The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of the corporation the act of a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the corporation. The names and residence addresses of the shareholder of the corporation is:

THOMAS ALAN RUMPH., 715 Apricot Ave., Sarasota, FL 34237 100 shares.

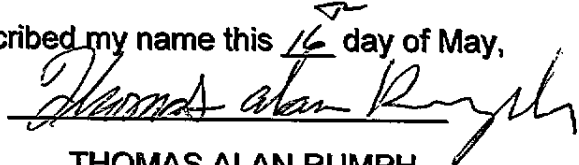
#### **ARTICLE VIII**

**INDEMNIFICATION BY CORPORATION:** The corporation shall have the right to indemnify and hold harmless any officer, employee or agent of the corporation from any liability, claim, or demand arising out of or in connection with that corporate capacity, and to purchase and maintain liability insurance therefor, pursuant to the terms and conditions of the Florida General Corporation Act, as amended, unless prohibited or restricted.

ARTICLE IX

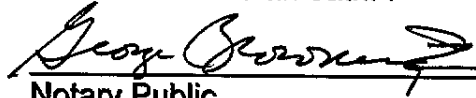
SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is THOMAS ALAN RUMPH., 715 Apricot Ave., Sarasota, FL 34237.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16 day of May, 2002.

  
THOMAS ALAN RUMPH.

STATE OF FLORIDA  
COUNTY OF SARASOTA

Acknowledged before me this 16 day of May, 2002 by THOMAS ALAN RUMPH, who are personally known to me and who did not take an oath. .

  
Notary Public

My Commission Expires:



George Browning, III.  
MY COMMISSION # CC991231 EXPIRES  
April 30, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That C.E.R., INC.. desiring to organize under the laws of the State of Florida with its principal office at 715 Apricot Ave., Sarasota, FL 34237

, and the name of its initial registered agent is THOMAS ALAN RUMPH., 715 Apricot Ave., Sarasota, FL 34237

**OFFICERS:**

President: THOMAS ALAN RUMPH., 715 Apricot Ave., Sarasota, FL 34237

Secretary, Treasurer: SHERRY LYN MILLBORN, 715 Apricot Ave., Sarasota, FL 34237

**DIRECTORS:**

The business of this corporation shall be managed by its Shareholders.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
THOMAS ALAN RUMPH

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TALLAHASSEE, FLORIDA