

# PD2000110768

**Gabe Panepinto, E.A., CFP**

*Enrolled To Practice Before the IRS*

3901 Appletree Drive

Valrico, FL 33594

(813) 661-1040

Fax (813) 661-1040

September 25, 2002

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

RE: Waliga Crane, Inc.

Gentlemen:

400008096384--2  
-09/30/02--01032--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

400008096384--2  
-10/11/02--01045--001  
\*\*\*\*\*50.00 \*\*\*\*\*50.00

An original and one copy of the articles of incorporation for the above referenced company are enclosed. Also, enclosed is our check for Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the Filing Fee, Registered Agent Designation, and Certified Copy fee.

Please return a certified copy of the articles to my office at 3901 Appletree Drive, Valrico, FL 33594.

Please call me if you have any questions regarding this filing at (813) 661-1040.

Sincerely,

  
Gabe Panepinto

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 OCT 14 AM 9:31

Enclosures

WD2 28686  
D. WHITE OCT 15 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 3, 2002

GABE PANEPINTO, E.A., CFP  
3901 APPLETREE DR  
VALRICO, FL 33594

SUBJECT: WALIGA CRANE, INC.  
Ref. Number: W02000028686

We have received your document for WALIGA CRANE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

TO FILE AS A FLORIDA CORPORATION YOU MUST DISSOLVE THE FOREIGN REGISTRATION OR DOMESTICATE AND FILE ARTICLES OF INCORPORATION. (FORMS ENCLOSED)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 102A00055725

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 OCT 14 AM 9:32

# CERTIFICATE OF DOMESTICATION

The undersigned, JAMES E. WALIGA, PRESIDENT of WALIGA CRANE, INC a foreign Corporation, In accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was MARCH 1, 1997
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was PENNSLYVANIA
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ~~PENNSLYVANIA~~ WALIGA CRANE, INC. *JEW*
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is WALIGA CRANE, INC
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was PENNSLYVANIA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am JAMES E. WALIGA of WALIGA CRANE, INC

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 8<sup>th</sup> day of October, 2002.

*[Signature]*  
(Authorized Signature)

## Filing Fee:

|  |          |
|--|----------|
| Certificate of Domestication                 | \$50.00  |
| Articles of Incorporation and Certified Copy | \$78.75  |
| Total to domesticate and file                | \$128.75 |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 OCT 14 AM 9:32

***ARTICLES OF INCORPORATION***

OF

**Waliga Crane, Inc.**

***ARTICLE I***

***NAME***

The name of this corporation is, Waliga Crane, Inc. and its place of business is 4903 Armor Road, Plant City, FL 33567.

***ARTICLE II***

***DURATION: EFFECTIVE DATE***

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

***ARTICLE III***

***PURPOSE***

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

***ARTICLE IV***

***CAPITAL STOCK***

This corporation is authorized to issue One Thousand (1000) shares of one cent (.01) par value common stock.

***ARTICLE V***

***REGISTERED OFFICE AND REGISTERED AGENT***

The name of the initial Registered Agent of this corporation and the Street address of the initial Registered Office are as follows:

James E. Waliga  
4903 Armor Road  
Plant City, FL 33567

***ARTICLE VI***

***INITIAL BOARD OF DIRECTORS***

This corporation shall have one- (1) director(s) initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director(s) of this corporation is (are):

James E. Waliga  
4903 Armor Road  
Plant City, FL 33567

***ARTICLE VII***

***INCORPORATOR***

The name and address of the person signing these Articles of Incorporation is:

James E. Waliga  
4903 Armor Road  
Plant City, FL 33567

***ARTICLE VIII***

***AMENDMENT***

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ***ARTICLE IX***

### ***BYLAWS***

The Board of Directors shall adopt the initial Bylaws. The power to Alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of directors, subject to repeal or change by action of the shareholders.

## ***ARTICLE X***

### ***INFORMAL SHAREHOLDER ACTION***

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

## ***ARTICLE XI***

### ***PREEMPTIVE RIGHTS***

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ***ARTICLE XII***

### ***INDEMNIFICATION***

The corporation shall indemnify any officer or director, or any former officer director, to the full extent permitted by law.

### ***ARTICLE XIII***

#### ***CUMULATIVE VOTING***

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

### ***ARTICLE XIV***

#### ***LONG - TERM EMPLOYMENT CONTRACT***

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter of Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this  
26<sup>th</sup> Day of September, 2002.



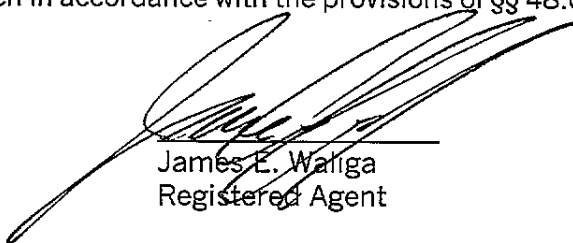
James E. Waliga  
INCORPORATOR

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TALLAHASSEE, FLORIDA

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ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§ 48.091 and 607.0505, Florida Statutes.



James E. Waliga  
Registered Agent