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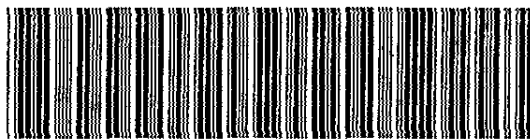
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2004 FEB -4 PM 4:31  
TALLAHASSEE FLORIDA

2/11/04

***Sally S. Benson, P.A.***

**ATTORNEY AT LAW  
11211 PROSPERITY FARMS ROAD, C-111  
PALM BEACH GARDENS, FLORIDA 33410**

**SALLY S. BENSON  
MEMBER OF FLORIDA BAR**

**TELEPHONE (561) 691-4702  
TELEFAX (561) 691-4704**

January 30, 2004

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

**Re: JME Elevator, Inc.  
Proposed Corporation**

**FILED**  
2004 FEB -4 PM 4:31  
TALLAHASSEE FLORIDA

Dear Sirs:

Enclosed is the originally-executed Articles of Incorporation, together with one copy thereof, with regard to the above proposed corporation.

Please process this at your earliest opportunity and return the copy of the Articles of Incorporation to this office.

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
**SALLY S. BENSON**

SSB/cr  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
JME Elevator, Inc.

CLERK 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

NAME

The name of the Corporation shall be JME Elevator, Inc. The principal office and registered office is located at 8685 Pine Cay, West Palm Beach, FL 33411.

ARTICLE II

NATURE OF BUSINESS

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall be to primarily provide consultation, maintenance, repair and modernization of elevators and to have and exercise all of the powers and purposes specified and allowable under the laws of the State of Florida.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which the Corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

The purposes and powers specified in the clauses contained in the Article are to be construed both as purposes and powers, and shall, except when otherwise expressed in this Articles, be in no

way limited or restricted by reference to or inference from the terms of any other clause of this, or any other Article of this Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock of the par value of \$ 1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

### ARTICLE IV

#### INITIAL CAPITAL

This Corporation shall begin business with a capital of not less than \$ 500.00.

### ARTICLE V

#### TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE VI

#### INITIAL REGISTERED AGENT AND OFFICER

Jack Ennis, 8685 Pine Cay, West Palm Beach, FL 33411.

## ARTICLE VII

### DIRECTORS

The number of Directors constituting the initial Board of Directors shall be no less than one (1) and no more than (5). 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 majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of elections and term of office of each director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Vice-President, Secretary, and Treasurer.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

## ARTICLE VIII

### DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporations may take action by written consent by law.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

The names and address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the

first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Jack Ennis.

#### ARTICLE X

##### INCORPORATOR

The name and address of each Incorporator is as follows:

Jack Ennis  
8685 Pine Cay  
West Palm Beach, FL 33411

#### ARTICLE XI

##### PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE XII

### CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

## ARTICLE XIII

### INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director for officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the

Board of Directors which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XIV

##### STOCKHOLDERS' AGREEMENT

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge, his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of such agreement.

#### ARTICLE XV

##### DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be

willful or negligent; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

#### ARTICLE XVI

##### INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstance provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

#### ARTICLE XVII

##### DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Director acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws. The defense of any legal, equitable or other action, suit or proceeding brought against a director, either individually or as director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

#### ARTICLE XVIII

##### REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the

Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director the Corporation shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

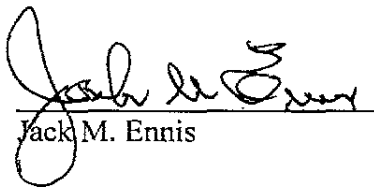
#### ARTICLE XIX

#### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption of a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

We, the undersigned, being the original incorporators of the foregoing Corporation do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this 23<sup>rd</sup> day of January, 2004.

  
Jack M. Ennis

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of Jan., 2004, Jack Ennis who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Name: \_\_\_\_\_

Notary Public

My Commission Expires:



Sally S. Benson  
MY COMMISSION # DD148188 EXPIRES  
September 18, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT OF**  
**JME ELEVATOR, INC.**

The undersigned hereby accepts the appointment as Registered Agent of JME Elevator, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 23<sup>rd</sup> day of Jan., 2004.

Jack Ennis  
Jack Ennis  
Registered Agent

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