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PICK-UP

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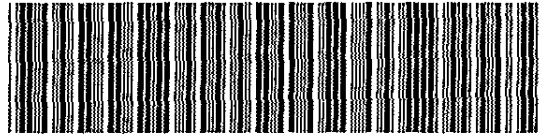
(Business Entity Name)

(Document Number)

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04 MAY -4 PM 3:00

CLERK OF STATE  
TALLAHASSEE, FLORIDA

05-07-04  
/B

**Jay E. Eckhaus, P.A.**  
**Attorney At Law**

Member of the Florida, New York and Ohio Bars

157 Windward Drive  
Palm Beach Gardens, FL 33418  
Telephone: 561.630.4800  
Facsimile: 561.625.2277  
E-mail: [jeckhaus@eckhaus.com](mailto:jeckhaus@eckhaus.com)

April 30, 2004

State of Florida  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Attention: Domestic Charter Filing Division:

RE: EQUIPONE, Inc.

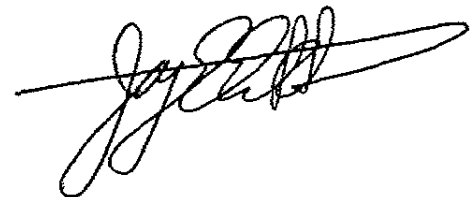
Dear Sir or Madam:

Please find attached the Charter for the above referenced domestic corporation together with a check for the \$70 filing fee and \$8.75 certified copy fee. A copy of the Charter is enclosed for your convenience in certifying the filing.

A return self-addressed stamped envelope is attached for return to me of the Certified Copy.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Jay E. Eckhaus", with a long horizontal flourish extending to the right.

# ARTICLES OF INCORPORATION

of

EquipOne Inc.

FILED  
04 MAY -4 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of EquipOne Inc.

## Article I-Name

The name of the Corporation is EquipOne Inc.

## Article II-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

## Article III-Duration

The term of existence of the Corporation is perpetual.

## Article IV-Capitalization

The total number of shares of all classes of capital stock of the Corporation which the Corporation shall have authority to issue is 1,250,000, of which 1,000,000 having a par value \$.001 per share shall be designated as Common Stock and 250,000 shares having a par value of \$.001 per share shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series: (a) the dividend rate, (b) redeemable features, if any, (c) rights upon liquidation, (d) whether or not the shares of such series shall be subject to purchase, retirement, or sinking fund provision, (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class, and if so, the rate of conversion or exchange, (f) restrictions, if any, upon the payment of dividends on common stock, (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series and (i) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida as such laws exist from time to time.

## **Article V-Indemnification**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

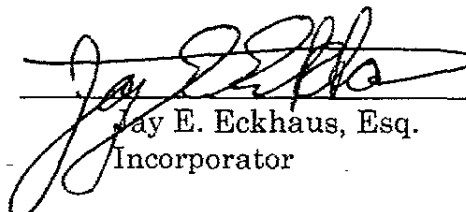
## **Article VI-Bylaws**

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

## **Article VII-Registered Office and Initial Mailing Address**

The street address of the registered office is 157 Windward Drive, Palm Beach Gardens, Fl 33418 and the name of the registered agent at that address is Jay E. Eckhaus, Esq. and the initial mailing address of the Corporation is 756 Berkeley Street, Boca Raton, Fl 33487

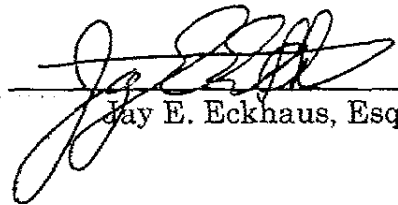
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of April, 2004.

  
\_\_\_\_\_  
Jay E. Eckhaus, Esq.  
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 30, 2004

  
\_\_\_\_\_  
Jay E. Eckhaus, Esq.