

GEORGE W. PALMER
CERTIFIED PUBLIC ACCOUNTANT
6508 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32216

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January 5, 1995

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***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

EFFECTIVE DATE

1-2-95

Please find enclosed check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) cover filing fees, including Charter Tax, For Profit Corporation Filing Fees, and Certified Copy of Corporate Charter for Worldwide Machinery, Inc. Corporate Filing papers are also attached.

FILED
1995 JAN 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FL

All information or questions should be addressed to:

George W. Palmer, C.P.A. (904)721-1115
6508 Beach Blvd.
Jacksonville, FL 32216

Yours truly,

George W. Palmer, CPA.

George W. Palmer, C.P.A.

GWP:bp

Enclosures

F. CHESSER JAN 11 1995

ARTICLES OF INCORPORATION
OF
WORLDWIDE MACHINERY, INC.

FILED
1995 JAN 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, and who is duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

EFFECTIVE DATE

1-2-95

ARTICLE I - Name

The name of the corporation shall be: WORLDWIDE MACHINERY, INC.

ARTICLE II - Address

The principal office of the corporation shall be located at 2805 Chelton Road, Jacksonville, Florida 32216; the mailing address is the same address. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

ARTICLE III - Purpose

The corporation is formed to engage in and conduct the business of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - Directors

The corporation shall have not less than one (1) nor more than six (6) directors. The number of directors shall be determined by the stockholders at their annual meeting. The following is the name and address of the first Board of Directors, who shall hold office until their successors are elected and qualified:

NAME

Jesse L. Stewart

ADDRESS

2805 Chelton Road
Jacksonville, Florida 32216

ARTICLE V - Term of Existence

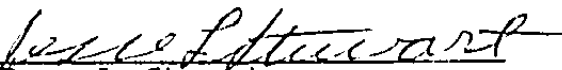
This corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin January 2, 1995.

ARTICLE VI - Registered Agent

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 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First - WORLDWIDE MACHINERY, INC. desiring organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Jacksonville, County of Duval, State of Florida, has named Jesse L. Stewart as registered agent to accept service of process within this State, with a registered office at 2805 Chelton Road, Jacksonville, State of Florida.

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 provision of said Act relative to keeping open said office.

By 
Jesse L. Stewart
Registered Agent

ARTICLE VII - Incorporator

The name of the INCORPORATOR is: Jesse L. Stewart
whose address is: 2805 Chelton Road
Jacksonville, Florida 32216

SIGNATURE OF INCORPORATOR: *Jesse L. Stewart*

STATE OF FLORIDA
COUNTY OF DUVAL

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 5th
DAY OF January, 1995 BY Jesse L. Stewart
OF Worldwide Machinery, Inc., ON BEHALF OF THE
CORPORATION who produced a Florida Driver's License as
identification.

Betty L. Palmer
NOTARY PUBLIC
Betty L. Palmer

MY COMMISSION EXPIRES: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 15, 1995
BONDED THRU ASHTON AGENCY INC.

ARTICLE VIII - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) having a par value of one dollar (\$1.00). The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - Initial Capital

The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE X - Officers

The officers of this corporation shall include a President, Vice President and Secretary-Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>OFFICE</u>		<u>NAME AND ADDRESS</u>
President)	Jesse L. Stewart
Vice President)	2805 Chelton Road
Secretary-Treasurer)	Jacksonville, Florida 32216

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