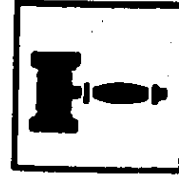


DOCUMENT PREPARATION, INC.

2715 N. Cocoa Boulevard (US 1)
Cocoa, Florida 32922
(407) 633-9353



P95000007862

January 23, 1995

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

100001390811
-01/26/95--01118--006
****122.50 ****122.50

RE: CUB CADET OF BREVARD, INC.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Cub Cadet of Brevard, Inc. Please file the original and return a certified copy to the undersigned at the address below.

Also enclosed is check #1192 in the amount of \$122.50.

On January 23, 1995, the name availability was checked with your office for Cub Cadet of Brevard, Inc. and was confirmed as being available. Please apply the check for \$122.50 for this name.

Sincerely,

Leslie Pittman

Leslie Pittman
2715 N. Cocoa Blvd. (US 1)
Cocoa, Florida 32922

Enclosure

FILED
1995 JAN 26 AM 9:32
SEC. OF STATE
TALLAHASSEE, FLORIDA

1/31/95
P95-7862

**ARTICLES OF INCORPORATION
OF
CUB CADET OF BREVARD, INC.**

FILED
1935 JAN 26 PM 9:32
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be **CUB CADET OF BREVARD, INC.**

ARTICLE TWO: DURATION: The term of existence of the corporation shall be perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. **CUB CADET OF BREVARD, INC.** also may own, buy and sell parts or all of other businesses, real estate and investments; conduct research; develop equipment; design, construct, own, sell and lease equipment; and hold patents. **CUB CADET OF BREVARD, INC.,** may do writing of all types, including printing, publishing, distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 3737 N. U.S. 1, Cocoa, Florida 32926, and the name of the Registered Agent is **WILLIAM H. STEWART.**

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than one (1) and no more than four members. The names and addresses of the initial Board of Directors are:

William H. Stewart - President
4660 Lime Street
Cocoa, Florida 32926

Edna Stewart - V. President
4660 Lime Street
Cocoa, Florida 32926

ARTICLE SEVEN: INCORPORATORS: The incorporator(s) of the corporation and the subscriber to these Articles of Incorporation is/are:

William H. Stewart
4660 Lime Street
Cocoa, Florida 32926

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 3737 N. U.S. 1, Cocoa, Florida 32926 and the mailing address is the same.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

CUB CADET OF BREVARD, INC., a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates **WILLIAM H. STEWART** whose address is 3737 N. U.S. 1, Cocoa, Florida 32926 as its Registered Agent and Registered Office for the service of process as required by law.

ACCEPTANCE

I, WILLIAM H. STEWART, of 3737 N. U.S. 1, Cocoa, Florida 32926, having been named in the foregoing Designation of Registered Agent by CUB CADET OF BREVARD, INC., a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

William H. Stewart

WILLIAM H. STEWART, Registered Agent

DATED this 24 day of January, 1995.

IN WITNESS WHEREOF, I have subscribed my name this 24 day
of January, 1995.

William H. Stewart

WILLIAM H. STEWART, Incorporator

FILED
1995 JAN 26 AM 9:32
TALLAHASSEE, FLORIDA