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LAW OFFICES

ENGLANDER & FISCHER, P.A.

3959 Central Avenue

Suite 201

St. Petersburg, FL 33710

Post Office Box 47428

St. Petersburg, FL 33743-7428

Leonard S. Englander
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April 11, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-04717205--01048--017
***122.50 ***122.50

Re: Aeroquip Leasing Co., Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation with reference to the above-noted corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please file the original and return to me a certified copy of the same. Thank you.

Sincerely,


H. JAMES FISCHER

HJF/mm
Enc.

cc: David Smith

FILED
95 APR 17 PM 3:52
TALLAHASSEE, FLORIDA

B. BROWN APR 21 1995

**ARTICLES OF INCORPORATION
OF
AEROQUIP LEASING CO., INC.**

FILED
95 APR 17 PM 3:52
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1. The name of the corporation is **AEROQUIP LEASING CO., INC.**

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent and Principal Office and Mailing Address

6.1 The street address of the initial registered office and the principal mailing address of this corporation is 5959 Central Avenue, Suite 201, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation is Englander & Fischer, P.A.

6.2 The initial principal office of this corporation is located at 5290 - 95th Street North, Unit F, St. Petersburg, FL 33708-3734, and the corporation's initial mailing address is c/o Englander & Fischer, P.A., P.O. Box 47428, St. Petersburg, FL 33743-7428.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 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 (1).

7.3 The name and address of the initial director of this corporation is:

H. James Fischer
5959 Central Avenue
Suite 201
St. Petersburg, FL 33710

ARTICLE VIII

Incorporators

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

H. James Fischer
5959 Central Avenue
Suite 201
St. Petersburg, Florida 33710

ARTICLE IX

Indemnification

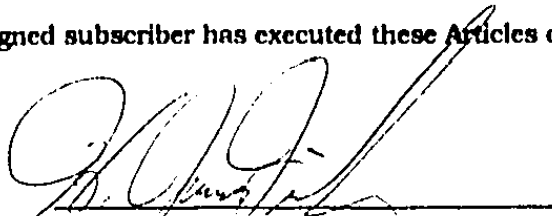
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 11, 1995.


H. JAMES FISCHER
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared H. JAMES FISCHER, personally well known to me to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed, and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 11th day of April, 1995.


NOTARY PUBLIC
My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for AEROQUIP LEASING, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

ENGLANDER & FISCHER, P.A.

By: 

H. JAMES FISCHER
President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared H. JAMES FISCHER, as President of Englander & Fischer, P.A., a Florida Professional Association, who is personally known to me, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the Professional Association, and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 11th day of April, 1995.


NOTARY PUBLIC

My Commission Expires:

