

JUN 27-1995 17:19 FROM: EMPIRE
S: 19 F: 19
H95000007170
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

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FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SIZEMORE EQUIPMENT, INC.
FAX AUDIT NUMBER: H95000007170
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F1 FD
95 JUN 28 PM 1:42
TALLAHASSEE, FLORIDA

RECEIVED
95 JUN 28 AM 8:08
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
SIZEMORE EQUIPMENT, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

SIZEMORE EQUIPMENT, INC.

The principal office is located at 18850 SW 216 Street, Miami, Florida, 33170.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

This Instrument Prepared By:
John P. Maas, Esq.
LAW OFFICES OF HELLMAN & MAAS
44 NE 16th St.
Homesleed, FL 33030
FLORIDA BAR NO: 435910
(305) 247-7132

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
JOHN U. FREE, JR.	7 Country Drive Hingham, MA 02043	750
JOHN W. SIZEMORE	18850 SW 216 Street Miami, FL 33030	250

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

NAMEADDRESS

JOHN U. FREE, JR.

7 Country Drive
Hingham, MA 02043

JOHN W. SIZEMORE

18850 SW 216 Street
Miami, FL 33030ARTICLE IXVOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XPRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

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INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XIIINDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or director, to the full extent permitted by law.

DATED this 27th day of June, 1995.

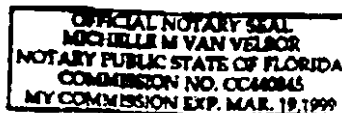
John P. Maas
JOHN P. MAAS

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN P. MAAS, to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 27 day of June, 1995.

My Commission Expires:



Michelle M. Van Velsor
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michelle M. Van Velsor
Commission No: _____

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JUN-27-1995 17:01 FROM EMPIRE

TO

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT SIZEMORE EQUIPMENT, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:

John P. Maas
JOHN P. MAAS

Title:

Attorney

Date:

6/27/95

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, 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.

Signature:

John P. Maas
JOHN P. MAAS

Date:

6/27/95

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MILWAUKEE, FLORIDA

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