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FLEMING, O'BRYAN & FLEMING  
A PROFESSIONAL ASSOCIATION

DAN S. ARMSTRONG III  
THOMAS G. AUBIN  
JERRY S. BARBER  
PATRICIA A. BODDEN  
WILLARD D. DOVER  
RONALD A. FITZGERALD  
THOMAS A. GRIENDYKE  
JOHN P. KELLY  
ROBERT D. MINTOSH  
WILLIAM H. MEERS

CHRISTINA M. PIERSON  
KEITH D. PLOTT  
HARRY S. RALSTON JR.  
PAUL H. REYNOLDS  
SCOTT J. REIT  
WILLIAM D. BLAKE JR.  
OSCAR E. SOTO  
D. MORTON WESTON JR.  
ROBERT L. WUNNER

WM. O'BRYAN  
JERRY E. REE  
JOHN W. FLEMING  
ROBERT  
THOMAS F. FLEMING  
DAVE JAMES  
JOY D. FLEMING  
(305) 764-3300

500 EAST BROWARD BOULEVARD  
17TH FLOOR  
FORT LAUDERDALE, FLORIDA 33304-3071

MAILING ADDRESS  
POST OFFICE DRAWER 7028  
FORT LAUDERDALE, FLORIDA 33338-7028

TELEPHONE (305) 764-3300  
MIAMI 045-7686  
WEST PALM BEACH (407) 736-7088  
FAX (305) 764-3308

August 4, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Rush Technologies, Inc.  
Our File: 50-254/WDD

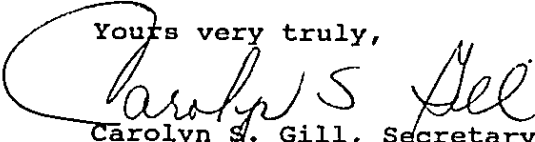
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent designation	\$ 35.00
	\$122.50

If there is any question concerning this filing, please contact the undersigned.

Yours very truly,

  
Carolyn S. Gill, Secretary to  
WILLARD D. DOVER

/csG  
Enclosure

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ARTICLES OF INCORPORATION  
OF  
RUSH TECHNOLOGIES, INC.

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FILE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, heroby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

RUSH TECHNOLOGIES, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

(c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 1,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws

shall make provision for some lesser percentage of shares (but not less than 33 1/3%).

#### ARTICLE IV

This corporation is to have perpetual existence.

#### ARTICLE V

The street address of the initial principal office of this corporation is:

700 N.W. 12th Avenue  
Deerfield Beach, FL 33441

The name and address of the initial registered agent of this corporation is:

Fleming, O'Bryan & Fleming, P.A.  
500 E. Broward Blvd., 17th Floor  
Ft. Lauderdale, FL 33394-3071

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida

#### ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but shall never be less than one.

#### ARTICLE VII

The name(s) and address(es) of the member(s) of the first Board of Directors is as follows:

David H. Rush  
4804 Banyan Lane  
Tamarac, FL 33319

#### ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Willard D. Dover  
500 E. Broward Blvd., 17th Fl.  
Ft. Lauderdale, FL 33394

#### ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to vote on any such amendment, and approved at a shareholders' meeting

by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 4<sup>TH</sup> day of August, 1995.

Willard D. Dover  
WILLARD D. DOVER, ESQUIRE

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledged before me this 4<sup>TH</sup> day of August, 1995, by WILLARD D. DOVER, the Subscriber to the said Articles of Incorporation.

Carolyn S. Gill  
Notary Public, State of Florida

My Commission Expires:



CAROLYN S. GILL  
MY COMMISSION # CC269180 EXPIRES  
March 19, 1997  
BONDED THRU TROY FAIN INSURANCE, INC

**REGISTERED AGENT ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48,091, Florida Statutes, relative to keeping open said office.

FLEMING, O'BRYAN & FLEMING, P.A.

BY: Willard D. Dover  
WILLARD D. DOVER