

DeBarros Associates, Inc. / International Trade

P95000062378

August 10, 1995

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314-6327

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 10:12

RE: G.D.F. Associates

Dear Sir or Madam:

Please find a money order in the amount of \$122.50, to cover the filing fees for incorporation regarding the above-referenced.

In addition, please find the original and one copy of said articles regarding the above-referenced. We also include a self-addressed stamped envelope for return of the copy, duly executed.

Your kind attention in this matter is greatly appreciated.

Sincerely,

G.D.F. ASSOCIATES


Evelyn Padin

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EP/ih

cc: D. Carter
G. DeBarros
F. Sullivan
file

8/14/95
UW

**ARTICLES OF INCORPORATION FOR
G.D.F. ASSOCIATES, INC.**

ARTICLE I: CORPORATE NAME

The name of this corporation is G.D.F. Associates, Inc.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of buying and selling industrial equipment, leasing same, as well as any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value stock, which shall be designated "Common Shares".

ARTICLE V: PREEMPTIVE 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 the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI: INITIAL REGISTERED OFFICE, PRINCIPAL PLACE
OF DOING BUSINESS AND AGENT**

The street address of the initial registered office and principal place of doing business of this corporation is 4506 Ida Court, LaBelle, Florida, 33935, and the name of the initial registered agent of this corporation at that address is Don Carter.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The

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U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
LA BELLE, FLORIDA

number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and addresses of the initial directors of this corporation are:

DON CARTER	4506 Ida Court LaBelle, FL 33935
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ARTICLE VIII: INCORPORATOR

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

DON CARTER	4506 Ida Court LaBelle, FL 33935
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ARTICLE IX: BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of May, 1995.


DON CARTER

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DON CARTER, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10 day of May, 1995.


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

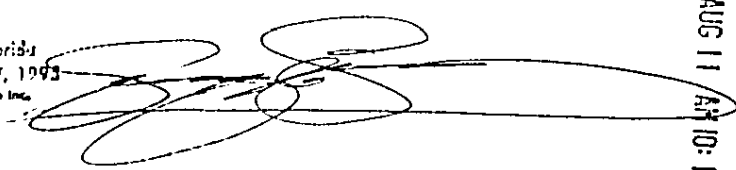
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

G.D.F. ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of LaBelle, Florida, has named DON CARTER, located at 4506 Ida Court, LaBelle, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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, as required by the Act.


DON CARTER, REG. AGENT


Notary Public, State of Florida
My Commission Expires July 7, 1995
Donal Lineberg Insurance Inc.

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OFFICE OF INCORPORATION