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Airport Business Center
Building 300 Suite 315
4707 140th Avenue North
Clearwater FL 34622

AUGUST 16, 1995

TERI BUCKLEY
DEPARTMENT OF STATE
DIVISION OF CORPORATION
409 EAST CAINES STREET
TALLAHASSEE FL 32399

VIA FEDEX 5403456483

PH (904) 487 6052

RE: CORPORATION FILING NEW CORPORATIONS
(1) ALL SOUTH EQUIPMENT CORPORATION
(2) O.P.M.M., INC.

Dear Teri

I enjoyed talking with you this morning and thank you for your professional and friendly advise "to direct our request immediate Corporate filing request to your attention, for immediate response.

200001564152
-08/18/95--01028--015
***131.25 ***131.25

Accordingly please find attached:

- (1) ALL SOUTH EQUIPMENT CORPORATION
 - 1. Transmittal Letter ALL SOUTH EQUIPMENT CORPORATION
 - 2. CK \$131.25 FOR FILING FEE, CERTIFIED COPY & CERTIFICATION
 - 3. ARTICLES OF INCORPORATION ARTICLES I,II,III,IV,V
- (2) O.P.M.M., INC.
 - 1. Transmittal Letter O.P.M.M., INC.
 - 2. CK \$131.25 FOR FILING FEE, CERTIFIED COPY & CERTIFICATION
 - 3. ARTICLES OF INCORPORATION ARTICLES I,II,III,IV,V

We are hoping that you will be able to process this request and Courier in the enclosed PREPAID FEDEX AIRBILL 5403456472 return within the week? We certainly appreciate your expediting this request.

Sincerely

Peggy
Peggy C. Judah

O.P.M.M., INC.

Stuart M. Rubin

ALL SOUTH EQUIPMENT CORPORATION

Attachments as stated

8/17/95
TS

295A 386/15

ARTICLES OF INCORPORATION

QE

ALL SOUTH EQUIPMENT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **ALL SOUTH EQUIPMENT CORPORATION**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4707 140th Avenue North Bldg 300 Ste 315
PO Box 18073
Clearwater FL 34622

Authorized number of shares 100,000

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

PRINCIPALLY INVOLVED IN MANAGEMENT, MARKETING AND MANUFACTURING OF INDUSTRIAL MACHINERY, CONSTRUCTION EQUIPMENT, HEAVY AND TRANSPORTATION EQUIPMENT.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**STUART M RUBIN
4707 140th Avenue North Bldg 300 Ste 315
Clearwater FL 34622**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

STUART M RUBIN
4707 140th Avenue North Bldg 300 Ste 315
Clearwater FL 34622

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
15th day of AUGUST, 1995.



Signature Stuart M Rubin

Signature

Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ALL SOUTH EQUIPMENT CORPORATION

2. The name and address of the registered agent and office is:

STUART M RUBIN

(NAME)

4707 140th Avenue North BLDG 300 SUITE 315

(P.O. BOX NOT ACCEPTABLE)

Clearwater FL 34622

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Stuart M Rubin*

Stuart M Rubin

DATE August 15, 1995