



network
FINANCIAL SERVICES

1000 Main Street
Tallahassee, FL 32301
904-222-7777
904-222-7777

800-343-2000

960000184

ACCOUNT NO. : 072100000032

REFERENCE : 707200 06192A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1995

ORDER TIME : 9:30 AM

ORDER NO. : 707200

CUSTOMER NO: 06192A

CUSTOMER: Tom Y. Sawyer, Esq
TOM Y. SAWYER, ESQ

1701 J. Redman Parkway
Plant City, FL 33564

DOMESTIC FILING

NAME: MID-STATE TRACTOR PARTS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

400001674104
-12/29/95--01036--020
****122.50 ****122.50

RECEIVED
95 DEC 29 PM 12:16
DIVISION OF CORPORATION

FILED
95 DEC 29 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 2 1996

ARTICLES OF INCORPORATION
OF
MID-STATE TRACTOR PARTS, INC.

FILED
95 DEC 29 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be MID-STATE TRACTOR PARTS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the sale of tractor parts and related items for profit, and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the

capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

LINDA J. SIMPSON
3505 Walker Court
Plant City, FL 33567

GARY E. NELSON
7328 Canal Blvd.
Tampa, FL 33615

MATTHEW SACKLES
10607 Ohio Ave.
Thonotosassa, FL 33592

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director,

employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 7328 Canal Boulevard, Tampa, Florida 33615.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: GARY E. NELSON.

ARTICLE X. INCORPORATOR

The names and addresses of the individuals who shall serve as this corporation's incorporators are:


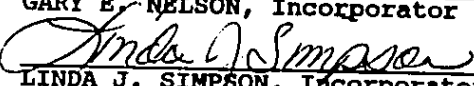
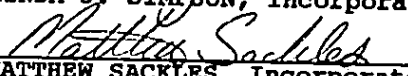
LINDA J. SIMPSON
3505 Walker Court
Plant City, FL 33567

GARY E. NELSON
7328 Canal Blvd.
Tampa, FL 33615

MATTHEW SACKLES
10607 Ohio Ave.
Thonotosassa, FL 33592

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


GARY E. NELSON, Incorporator

LINDA J. SIMPSON, Incorporator

MATTHEW SACKLES, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of MID-STATE TRACTOR PARTS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MID-STATE TRACTOR PARTS, INC.


GARY E. NELSON, Registered Agent

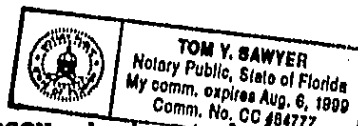
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


On December 22, 1995, GARY E. NELSON, designated above as the individual who shall serve as this corporation's initial registered agent and an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of MID-STATE TRACTOR PARTS, INC. The said GARY E. NELSON is personally known to me.


Name: Tom Y. Sawyer
Notary Public, State of Florida
My Commission Expires: 8-6-99

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On December 22, 1995, LINDA J. SIMPSON, designated above as an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of MID-STATE TRACTOR PARTS, INC. The said LINDA J. SIMPSON is personally known to me.

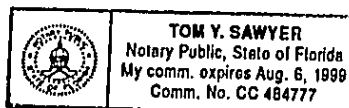



Name: Tom Y. Sawyer
Notary Public, State of Florida
My Commission Expires: 8-6-99
Comm. No. CC 484777

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On December 22, 1995, MATTHEW SACKLES, designated above as an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of MID-STATE TRACTOR PARTS, INC. The said MATTHEW SACKLES is personally known to me.


Name: Tom Y. Sawyer
Notary Public, State of Florida
My Commission Expires: 8-6-99



P96000000184

TOM Y. SAWYER

Attorney at Law

1701 J. REDMAN PKWY.
STATE ROAD 39 SOUTH

P.O. Box 2148
PLANT CITY, FLORIDA 33564-2148

TELEPHONE:
(813) 752-3231

April 15, 1997

Florida Department of State
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

200002145962--1

-04/17/97--01031--006
*****35.00 *****35.00

Dear Sirs:

Enclosed please find original and fully executed copy of amendment to the Corporate Charter of Mid-State Tractor Parts, Inc., Corporation number P96000000184.


Also enclosed is my firm check in the amount of thirty five dollars (\$35.00) to pay cost pursuant to Florida Statute 607.0122.

Very truly yours,


Tom Y. Sawyer
Attorney at Law

TYS:dr
Enclosures

912-1-11

SH 
Amend.
FILED
97 MAY -5 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

Tom Y. Sawyer, Esq.
P.O. Box 2148
Plant City, FL 33564-2148

SUBJECT: MID-STATE TRACTOR PARTS, INC.
Ref. Number: P96000000184

We have received your document for MID-STATE TRACTOR PARTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00020640

FILED
97 MAY -5 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

MID-STATE TRACTOR PARTS, INC.

The following amendment to the Articles of Incorporation were adopted by all of the shareholders and directors of the corporation on December 31, 1995 in the manner described by the General Corporation Act.

Article IV is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Seven Thousand (7,000) shares of common stock having a \$1.00 par value.

Article IX is amended to read as follows:

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the this corporation's principal office and the address of this corporation's initial registered office shall be: 702 South Collins Street, Plant City, Florida 33566.

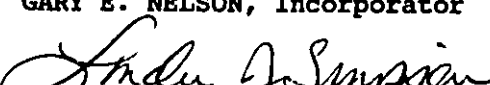
The name of the individual who shall serve as this corporation's initial registered agent at that address is: **GARY E. NELSON.**

 Pres.

GARY E. NELSON, President



GARY E. NELSON, Incorporator



LINDA J. SIMPSON, Incorporator



MATTHEW SACKLES, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of MID-STATE TRACTOR PARTS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MID-STATE TRACTOR PARTS, INC.



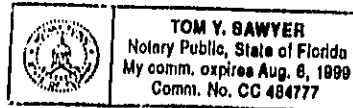
GARY E. NELSON, Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On February 6TH, 1996, GARY E. NELSON, designated above as the individual who shall serve as this corporation's initial registered agent and an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Amendment Of MID-STATE TRACTOR PARTS, INC. The said GARY E. NELSON is personally known to me.


Name: Tom Y. Sawyer
Notary Public, State of Florida
My commission expires: 8-6-99

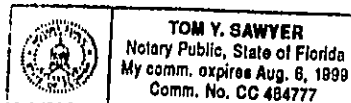
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH




On February 6TH, 1996, LINDA J. SIMPSON, designated above as an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Amendment Of MID-STATE TRACTOR PARTS, INC. The said LINDA J. SIMPSON is personally known to me.

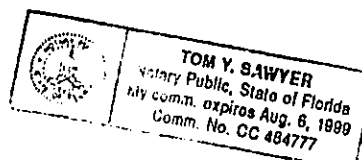

Name: Tom Y. Sawyer
Notary Public, State of Florida
My commission expires: 8-6-99

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH




On February 6TH, 1996, MATTHEW SACKLES, designated above as an incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Amendment Of MID-STATE TRACTOR PARTS, INC. The said MATTHEW SACKLES is personally known to me.


Tom Y. Sawyer
Notary Public, State of Florida
My commission expires: 8-6-99



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On April 30, 1997, GARY E. NELSON as President of MID-STATE TRACTOR PARTS, INC., personally appeared before me and signed and acknowledged signing these Articles of Amendment of MID-STATE TRACTOR PARTS, INC. The said GARY E. NELSON is personally known to me.


Name: Tom Y. Sawyer
Notary Public, State of Florida
My Commission Expires: 8-6-99

