

P960000002755

PLEASE SEND COMPLETED CORPORATE PAPERS TO:

IRENE L. DODGE
4011 NORTH 41 COURT
HOLLYWOOD, FL 33021

ANY PROBLEMS, PLEASE CALL 305-983-6767-IRENE L. DODGE

501704746-01096-006
****122.50 ****122.50

JAN 9 1996' BSB

FILED
96 JAN -4 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOIST DISCOUNT SALES, INC.

FILED
96 JAN -4 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is HOIST DISCOUNT SALES, INC.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and properly to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock having a par value of ten cents (\$.10) per share.

ARTICLE IV
CAPITAL STOCK

The amount of capital with which this corporation will begin is not less than the sum of One thousand dollars (\$1,000.00).

ARTICLE V
PLACE OF BUSINESS

The principal place of business of this corporation is to be located at 13201 COUNTY RD. #2054, BAY SW4, ALACHUA, FL 32615

ARTICLE VI
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE VII
NUMBER OF DIRECTORS

The number of Directors of this corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors are as follows:

Mark H. Dodge, P. O. Box 2230, Alachua, FL 32615-2230
who shall hold office for the first year of the corporation or until their successors are elected and have qualified.

ARTICLE IX

OFFICERS

The names and post office addresses of the officers of this corporation are:

President
Mark H. Dodge, P. O. Box 2230, Alachua, FL 32615-2230

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

13201 COUNTY RD. #2054, BAY SW4, ALACHUA, FL 32615
and the name of the initial registered agent at that address is:

MARK H. DODGE

ARTICLE XI

SUBSCRIBER

The name and address of the incorporator is:

MARK H. DODGE, P. O. Box 2230, Alachua, FL 32615-2230

ARTICLE XII

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is owner of or to which he has proxy for.

ARTICLE XIII

LIABILITY OF DIRECTORS

No director of the Corporation shall be liable to the Corporation or to its Shareholders for monetary damages for conduct as a director provided that this provision shall not eliminate or limit the liability of a director for:

1. Any breach of the director's duty of loyalty to the Corporation or its Shareholders;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

3. Any unlawful distribution of the Corporation's assets unless the director in assenting to the unlawful distribution acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that the director reasonably believed to be in the best interests of the Corporation.

4. Any transaction from which the director derived an improper personal benefit.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS, AGENTS, DIRECTORS, AND EMPLOYEES

1. The Corporation shall indemnify against liability any individual who is serving or has at any time served as a director or officer of the Corporation and is made a party to a proceeding, because he is or was a director, officer, employee, or agent of the Corporation, if he (a) conducted himself in good faith; (b) believed his conduct to be in the best interests of the Corporation or at least not opposed to its best interests; and (c) had no reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an individual against liability in connection with any proceeding in which he is adjudged liable to the Corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

ARTICLE XIV

AMENDMENT

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

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 29th day of December 1995.


MARK H. DODGE

I, MARK H. DODGE, am familiar with and accept the duties and responsibilities as registered agent for **HOIST DISCOUNT SALES, INC.**

Dated

12/29/95


MARK H. DODGE, REGISTERED AGENT

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY, that on this day personally appeared before me,
an officer duly authorized to take oaths and acknowledgments under
the laws of the State of Florida, MARK H. DODGE to me well known to
be the person described in and who executed the foregoing Articles of
Incorporation of HOIST DISCOUNT SALES, INC. and they
acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at BROWARD County, Florida,
this 29th day of December 1995.



Notary Public, State of Florida

Karen L. Stolman
Notary

My Commission Expires: **10/11/98**

ID: Personally Known



KAREN L. STOLMAN
My Commission CC402888
Expires Oct. 11, 1998
Bonded by ANB
800-882-5878