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February 8, 1996

2/8/96

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

4000001711694
-02/09/96--01070--004
***122.50 ***122.50

Attention: Certification Section

RE:

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of the Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	35.00

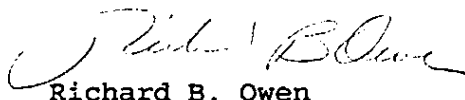
Total 122.50

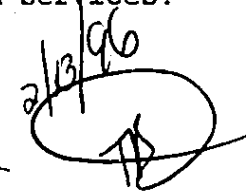
for the above referenced corporation.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return envelope.

Thank you for your anticipated assistance and good services.

Very truly yours,


Richard B. Owen

2/13/96


RBO/jac

ARTICLES OF INCORPORATION

OF

H & W HOLDING, INC.

RECORDED
INDEXED
FEB 15 1966
EFFECTIVE DATE
2-8-96

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: H & W HOLDING, INC., whose initial business address is 915 Crestwood Street, Altamonte Springs, Florida 32701.

Article 2. Duration The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To purchase, sell, and lease capital equipment to include sales and leasing of automotive equipment and supplies, wholesale and retail.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7000 shares of

common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5250 S. Highway 17-92, Longwood, Florida 32707 and the name of the Registered Agent at that address is RICHARD B. OWEN.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors shall not exceed four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

KEVIN P. WARD	915 Crestwood Street Altamonte Springs, FL 32701
BILLIE J. WARD	915 Crestwood Street Altamonte Springs, FL 32701
CAROLE HOELSCHER	72 Lemay Court Williamsville, N.Y. 14221
JOHN HOELSCHER	72 Lemay Court Williamsville, N.Y. 14221

Article 7. Incorporator. The name and address of each Incorporator is as follows:

RICHARD B. OWEN	904 Spring Valley Road Altamonte Springs, Florida 32714-6517
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by law.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8th day of February, 1996.

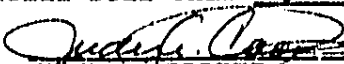

Richard B. Owen

STATE OF FLORIDA

COUNTY OF SEMINOL

Before me personally appeared RICHARD B. OWEN to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of February, 1996.


JUDY A. COOPER
Notary Public
My Commission Expires:



Notary Public, State of Florida
JUDY A. COOPER
My Comm. Exp. June 24, 1998
Commission # CC 210832

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of H&W HOLDING, INC., which is contained in the foregoing Articles of Incorporation.

DATED this _____ day of February, 1996.


RICHARD B. OWEN, Registered Agent