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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

SUBJECT: EQUIPMENT OUTLET, INC.

Enclosed please find an original and (1) copy of the Articles of Incorporation for the
above corporation and check in the amount of \$122.50.

FROM: David M. Levison
217 N. U.S. HWY 17-92
LONGWOOD, FLORIDA 32750
(407) 696-2700

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3-7-96

**ARTICLES OF INCORPORATION
OF
EQUIPMENT OUTLET, INC.**

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TALLAHASSEE, FLORIDA

I, the undersigned hereby make, subscribe, acknowledge and file the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

EQUIPMENT OUTLET, INC.

ARTICLE II

Existence of Corporation:

217 N. U.S. HWY 17-92

LONGWOOD, FLORIDA 32750

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

This corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with section 607.141. Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lease, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees of its subsidiaries.
- (n) To provide insurance for its benefit of the life of any of its directors, officers, or employees, or on the life of any shareholders for the purpose of acquiring at this death shares of its stock owned by shareholder or by the spouse or children of the shareholder.
- (o) To be promoter, incorporation, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

Capitol Stock

- (a) The total number of shares of capitol authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stock holders. All or any part of said capital may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at fair valuation to be fixed by the Board of

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Directors at a meeting called for such purpose. All stock when issued shall be paid and nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent:

The street address of the corporation's initial registered office is 217 N. U.S. HWY 17-92, FLORIDA 32750., and the name of the corporation's initial registered agent at such address is DAVID M. LEVISON. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation";



David M. LEVISON

ARTICLE VII

Initial Board Of Directors:

The number of directors constituting the initial Board of Directors shall be ONE and the name and address of each person who is to serve as member thereof is as follows:

NAME	ADDRESS
DAVID M. LEVISON	217 N. U.S. HWY 17-92 LONGWOOD, FL 32750

ARTICLE VIII

Incorporates:

The name and address of each incorporator of this corporation is as follows:

NAME	ADDRESS
DAVID M. LEVISON	217 N. U.S. HWY 17-92 LONGWOOD, FL 32750

ARTICLE IX

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, HAVE EXECUTED THESE ARTICLES OF INCORPORATION FOR THE USE AND PURPOSES THEREIN STATED.


DAVID M. LEVISON