

3/21/96

FLORIDA DIVISION OF CORPORATIONS

11:17 AM

((H9600004085))

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUN RAY EQUIPMENT CO., INC.

FAX AUDIT NUMBER: H9600004085

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TALLAHASSEE, FLORIDA

3/5/96

FLORIDA DIVISION OF CORPORATIONS

56 MAR 21 PM 1:04

RECEIVED

H96000004085

56 MAR 21 PM

FILED

ARTICLES OF INCORPORATION
OF
SUN RAY EQUIPMENT CO., INC.

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associate myself for the purpose of forming a corporation for profit under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation shall be: Sun Ray Equipment Co., Inc

ARTICLE II
PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and without limiting the generality of the foregoing:

A. To engage in each and every aspect of the sale and distribution of personal property.

B. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services of every class, kind and description.

C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, in the State of Florida and in all other States and Countries.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and otherwise evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other business.

F. To guarantee, invest, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness, created by any other corporation of the State of Florida or any other State or Government, and while owner of such

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14000 Military Trail, Suite 404-2, Delray Beach, Florida 33484,
(407) 735-3700.

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stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

0. In general, to carry on any business and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent, partner, or otherwise, either along or in conjunction with otherwise, either along or in conjunction with others in or without the State of Florida.

ARTICLE III DURATION

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any time is one thousand (1,000) shares; such shares shall have a par value of one dollar (\$1.00) and shall be designated as "COMMON SHARES".

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

ARTICLE V RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

NAME	NUMBER OF SHARES
1. Leslie J. Guillot, II	100
2. Raymond L. Roach	99

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which; and the time within

which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IV
SHAREHOLDER STOCK PURCHASE RIGHTS

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

ARTICLE VII
INITIAL PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is Route 5, Box 606, Lake City, Florida 32024.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any place in the State of Florida, or in any State, territory or district of the United States, or in any foreign country, as they deem necessary for the best interests of the corporation.

ARTICLE VIII
INITIAL REGISTERED AGENT

The initial registered agent of this corporation and his street address is as follows:

Leslie J. Guillot, II
5032 South University Drive
Davie, Florida 33328

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Leslie J. Guillot, II
5032 South University Drive
Davie, Florida 33328

ARTICLE X
DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time

to time in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1). The names and street addresses of the initial directors of this corporation are:

1. Leslie J. Guillot, II
5032 South University Drive
Davie, Florida 33328
2. Raymond L. Roach
Route 5
Box 606
Lake City, Florida 32024

The Board of Directors shall have the authority to adopt BY-Laws which shall govern the operations of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

ARTICLE XI INITIAL OFFICERS

The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected are as follows:

1. Leslie J. Guillot, II
5032 South University Drive
Davie, Florida 33328
President/Treasurer
2. Raymond L. Roach
Route 5
Box 606
Lake City, Florida 32024
Vice President/Secretary

ARTICLE XII INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

Every Amendment shall be approved by the Board of Directors.

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

ARTICLE XIV - RESIDENT AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, Sun Ray Equipment Co., Inc., desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at Route 5, Box 606, Lake City, Florida 32024, has named, Leslie J. Guillot, II, located at 5032 South University Drive, Davis, Florida 33328, as it's Agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping said office open.

Leslie J. Guillot, II

Leslie J. Guillot, II
Registered Agent

DATE: March 21, 1996

IN WITNESS WHEREOF, the Undersigned incorporator has executed these Articles of Incorporation on this 21st day of March, 1996.

WITNESSES:

Carol Stewart
Carol Stewart

INCORPORATOR:

Leslie J. Guillot, II
Leslie J. Guillot, II

Flavia Camison
Flavia Camison

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

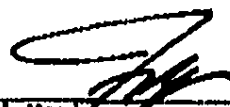
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the County and State aforesaid to take acknowledgements, personally appeared LESLIE J. GUILLOT, II, who is personally known to me, who executed the foregoing instrument for the use and purposes stated herein.

WITNESS my hand and seal this 21st day of March, 1996.

FILED
MAR 21 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P. 88


Fred Yankee
NOTARY PUBLIC
My commission expires: *Eight*



FRED H. YANKEE
MY COMMISSION IS GO BEING UP FOR
August 15, 1988
POWER TWO TWO FIVE SEVEN, NC

FILED
96 MAR 21 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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