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SECURITY STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

900001777099

REFERENCE : 914990 4303929

AUTHORIZATION :

Patricia Pyatts

COST LIMIT : \$ 70.00

ORDER DATE : April 11, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 914990

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: M & Y EQUIPMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY (2)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

RECEIVED
8 APR 11 AM 11:24
DIVISION OF CORPORATION

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4-11-96

ARTICLES OF INCORPORATION

OF

M & Y EQUIPMENT, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is M & Y EQUIPMENT, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 9362 S.W. 182 Street, Miami, Florida 33157.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 9362 S.W. 182 Street, City of Miami, County of Dade, State of Florida 33157, and the name of its initial registered agent at such office is Eric Yeomans.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's

director until successors are duly elected and qualified is:

Eric Yeomans
9362 S.W. 182 Street
Miami, Florida 33157

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name of the Incorporator is Eric Yeomans and the address of the Incorporator is 9362 S.W. 182 Street, Miami, Florida 33157.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10 day April, 1996.


Eric Yeomans - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of M & Y EQUIPMENT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Eric Yeomans - Registered Agent

Dated: April 10, 1996