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LAW OFFICES OF  
**WOERNER & PARSONS**  
(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)  
ATTORNEYS & COUNSELORS AT LAW

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April 18, 1996

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**FEDERAL EXPRESSED**

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

RE: PUMPSMART, INC.

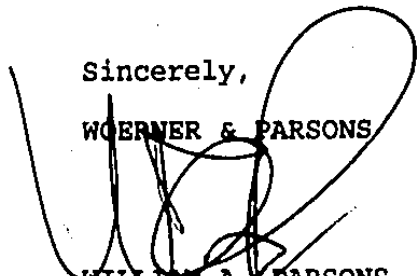
Dear Sir:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
<b>Total</b>	<b>\$122.50</b>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,  
  
WERNER & PARSONS  
WILLIAM A. PARSONS

96 APR 22 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

WAP:emd

Enclosures

AL APR 26 1996

## ARTICLES OF INCORPORATION

FILED  
96 APR 22 AM 9:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following: Articles of Incorporation for such corporation:

1. NAME OF CORPORATION: The name of this corporation is:

**PUMPSMART, INC.**

with its principal office located at:

7050 Turtlemound Road  
New Smyrna Beach, Florida 32169

and its mailing address as follows:

Post Office Box 2041  
New Smyrna Beach, Florida 32170

2. DURATION: The period its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 100, all of one class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

William A. Parsons, Esquire  
2001 S. Ridgewood Avenue  
South Daytona, Florida 32119

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be

either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial director of this corporation is:

John Schofield  
Post Office Box 2041  
New Smyrna Beach, Florida 32170

The initial officers of the corporation are:

President: JOHN SCHOFIELD

Secretary: JOHN SCHOFIELD

Treasurer: JOHN SCHOFIELD

7. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

William A. Parsons, Esquire  
2001 S. Ridgewood Avenue  
South Daytona, Florida 32119

8. BYLAW AMENDMENT: The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders.


9. INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

10. INFORMAL ACTION OF DIRECTORS: If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April, 1996.

  
\_\_\_\_\_  
WILLIAM A. PARSONS, Incorporator

  
\_\_\_\_\_  
WILLIAM A. PARSONS, Registered Agent

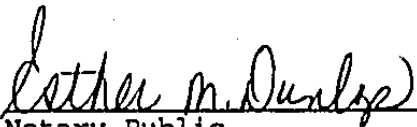
STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared WILLIAM A. PARSONS who is personally known to me and did take an oath, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of April, 1996.

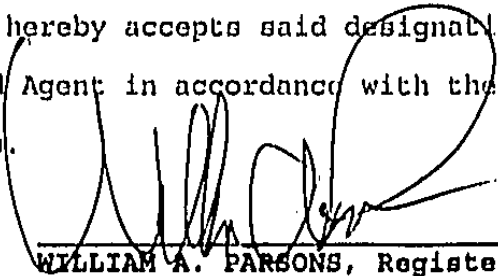


  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
Printed Name: ESTHER M. DUNLOP

My Commission expires:

Pursuant to Chapter 607.164, as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for PUMPSMART, INC., with

a registered office at the address designated in the said  
Articles of Incorporation, hereby accepts said designation and  
agrees to act as Registered Agent in accordance with the  
provisions of said Statutes.



WILLIAM A. PARSONS, Registered Agent

FILED

96 APR 22 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA