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TRANSMITTAL LETTER

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

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-05/23/96--01063---003
*****70.00 *****70.00

SUBJECT: ART CARROLL'S TRACTOR SERVICE INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

R.W. FROST ACCOUNTING
Name

110 CROTON AVE.
Address

LANTANA, FL. 33462
City, State, & Zip

(407) 533-5435
Telephone Number

RECEIVED
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

96 MAY 23 AM 11:58

FILED

Note: Additional copy of articles is needed only when certified copy is requested.

SMS
5/30/96

FILED

96 MAY 23 AM 11:58

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ART CARROLL'S TRACTOR SERVICE, INC.

The undersigned Subscriber, acting as Incorporator of a Corporation (hereinafter referred to as the Corporation), under the provisions of the statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE 1

1.1) NAME: The name of the Corporation is:

ART CARROLL'S TRACTOR SERVICE, INC.

ARTICLE 2.

2.1) PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3.

3.1) NUMBER OF AUTHORIZED SHARES: The aggregate number of shares of Capital Stock which the Corporation shall have authority to issue shall be one thousand shares of common stock of a par value of one dollar (1.00) per share.

3.2) PAYMENT FOR SHARES: The consideration for the issuance of shares of Capital Stock of the Corporation may be paid, in part or in whole, in money, in other property tangible, intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares are to be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgement of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

ARTICLE 4.

DATA RESPECTING DIRECTORS

4.1) INITIAL BOARD OF DIRECTORS: The first Board of Directors of the Corporation shall consist of two members who need not be residents of the State of Florida nor Stockholders of the Corporation.

4.2) NAMES AND ADDRESSES: The names and street addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of Stockholders or until their successors shall have been selected or appointed and have qualified are:

ARTHUR B. CARROLL 161 106TH AVENUE SO., W. PALM BEACH, FL.
33414
MARY D. CARROLL, 161 106TH AVENUE SO., W. PALM BEACH, FL.
33414

4.3) INCREASE OR DECREASE OF DIRECTORS: The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent Director, or (b) reduce the number of Directors to less than one.

ARTICLE 5.

5.1) SUBSCRIBERS: The name and street address of the subscriber to these Articles of Incorporation is:

RONALD W. FROST 110 CROTON AVENUE, LANTANA, FLORIDA 33462

ARTICLE 6.

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

6.1) MEETINGS OF STOCKHOLDERS: Meetings of the Stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

6.2) MEETINGS OF DIRECTORS: Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.

6.3) BY-LAWS: The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the laws of the State of Florida, or these Articles of Incorporation.

6.4) INTEREST OF DIRECTORS IN CONTRACTS: Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its employees, or in which he or they are otherwise interested, shall be valid for all purposes. Notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Board of Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 7.

7.1) AMENDMENTS TO ARTICLES OF INCORPORATION:

The Corporation reserves the right from time to time to amend, alter or repeal, or to add any provisions to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter proscribed or permitted by the Florida Statutes, or any amendment thereto any or all rights conferred upon Stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ACCOUNTING OFFICES OF

R. W. FROST

By: Ronald W. Frost

State of Florida)
)
County of Palm Beach)

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Ronald W. Frost, well known by me to be the owner of the above named Accounting Offices, described as Incorporator and Subscriber who made, subscribed and acknowledged before me that he acknowledges executing the same freely and voluntarily under authority duly invested in him.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of May 1996, A.D.

Marie Hartley Williams
NOTARY PUBLIC

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL MARIE HARTLEY WILLIAMS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC267811 COMMISSION EXP. APR. 2, 1997

FILED
96 MAY 23 AM 11:50

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR Domicile STATE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT FOR
WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST-ART CARROLL'S TRACTOR SERVICE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT

161 106TH AVENUE SO., WEST PALM BEACH, FLORIDA 33414

HAS NAMED AC DUNTING OFFICES OF RONALD W. FROST, 110 CROTON
AVE., LANTANA, FLORIDA 33462, STATE OF FLORIDA,
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Arthur B. Campbell

TITLE

PRESIDENT

DATE

5/21/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE DESIGNATED BUSINESS HEREBY AGREES TO ACT IN THIS
CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-
FORMANCE OF IT'S DUTIES.

SIGNATURE

Ronald W. Frost

DATE

05/20/96

FL DC F623-739-36-225-0
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