

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 OCT 23 1996
 10:40 AM

EFFECTIVE DATE
OCT 23 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/24
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 2:30 10/25

RE: Guys Pump Service, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE
OCT 23 1996

**ARTICLES OF INCORPORATION
OF
GUY'S PUMP SERVICE, INC.**

FILED
96 OCT 24 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation will be:

GUY'S PUMP SERVICE, INC.

ARTICLE II - DURATION

This Corporation will exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

99 Moss Road, Auburndale, Florida 33823

The name of the initial registered agent of this Corporation at that address is:

REBECCA M. SPANN

ARTICLE VII

This Corporation will have three (3) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it will never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

REBECCA M. SPANN, 99 Moss Road, Auburndale, FL 33823

LAURIE FREDERICK, 13209 Thomasville Cr., Apt. C, Tampa, FL 33617

JOSEPH SZAPPAN, 38849 Otis Allen Rd., Zephyrhills, FL 33541

ARTICLE XI - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

REBECCA M. SPANN, 99 Moss Road, Auburndale, FL 33823

ARTICLE X - BYLAWS

The powers to adopt, alter, amend or repeal bylaws will be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation will be issued initially to the following persons in the amounts set opposite their names:

REBECCA M. SPANN, 34 Shares

LAURIE FREDERICK, 33 Shares

JOSEPH SZAPPAN, 33 Shares

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 will be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provision and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 23rd day of October, 1996.


REBECCA M. SPANN

STATE OF FLORIDA

COUNTY OF POLK

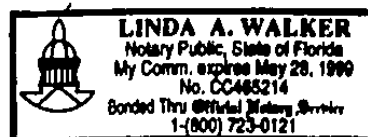
BEFORE ME, the undersigned authority, personally appeared REBECCA M. SPANN, who, being first duly sworn, deposes and says that she is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named Court and State this 23rd day of October, 1996.

Linda A. Walker

NOTARY PUBLIC
LINDA A. WALKER

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted.

GUY'S PUMP SERVICE, INC.

desiring to organize under the laws of the State of Florida with
its principal office as indicated in the articles of Incorporation
at 99 Moss Road, Auburndale, Polk County, Florida 33823, has named

REBECCA M. SPANN

at that address, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.


REBECCA M. SPANN