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TALLAHASSEE, FL 32301-2607
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P960000088605

ACCOUNT NO. : 072100000032

REFERENCE : 134078 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 28, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 134078-005

CUSTOMER NO: 81040A

600001987156--9
-10/28/96--01045--009
****122.50 ****122.50

CUSTOMER: Fletcher Fleming, Esq
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: SURPLUS EQUIPMENT & MATERIALS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 OCT 28 PM 1:41
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 29 AM 11:28
OFFICE OF CORPORATION

Dmc 10/28/96

ARTICLES OF INCORPORATION
OF
SURPLUS EQUIPMENT & MATERIALS, INC.

FILED
96 OCT 28 PM 1:41
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Surplus Equipment & Materials, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of buying, selling, using, leasing, exchanging, dismantling, disassembling, altering, storing, or otherwise dealing with all kinds of surplus or salvage materials and equipment, and for the purpose of transacting any or all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation and the street address of its initial principal office is 710 Holsberry Place, Pensacola, Florida 32534. The street address of its registered office is Ninth Floor, 226 Palafox Place, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that

address is Fletcher Fleming, whose signature hereto constitutes his agreement to serve as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, and also constitutes his agreement to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and his certification that he is familiar with, and accepts, the obligations of his position as registered agent.

ARTICLE VI - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

C. R. Campbell
10391 Old Dairy Lane
Pensacola, Florida 32534

James W. Parkerson, IV
710 Holsberry Place
Pensacola, Florida 32534

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these articles are:

C. R. Campbell
10391 Old Dairy Lane
Pensacola, Florida 32534

James W. Parkerson, IV
710 Holsberry Place
Pensacola, Florida 32534

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital

stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege

of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 25th day of October, 1996.


C. R. CAMPBELL, Subscriber

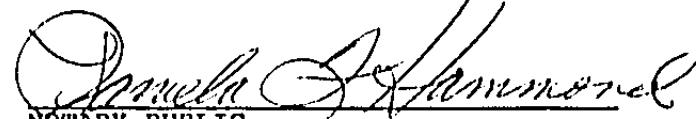

JAMES W. PARKERSON, IV

STATE OF FLORIDA

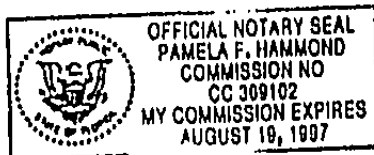
COUNTY OF ESCAMBIA

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared C. R. Campbell and James W. Parkerson, IV, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official
seal, in the state and county aforesaid, this 25th day of October,
1996.


NOTARY PUBLIC

My commission expires: 8-19-97



FILED

96 OCT 28 PM 1:41

SURPLUS EQUIPMENT & MATERIALS, INC.

TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the above Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and hereby certify that I am familiar with and accept the obligations of my position as registered agent.

Signature Fletcher Fleming
Fletcher Fleming (Registered Agent)

Dated: October 18, 1996