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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144397 86723A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 5, 1996

ORDER TIME : 11:14 AM

ORDER NO. : 144397-005

CUSTOMER NO: 86723A

CUSTOMER: D. William Foster, Esq
FOSTER & DAVIS

Post Office Box 2911

St. Petersburg, FL 33731

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-11/05/96--01132--014
****122.50 ****122.50

DOMESTIC FILING

NAME: ASSIST-A-LIFT, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96 NOV -5 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV -5 PM 2:15
DIVISION OF CORPORATION

11-6-96
KR

**ARTICLES OF INCORPORATION
OF
ASSIST-A-LIFT, INC.**

FILED
96 NOV -5 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

ARTICLE I. NAME

The name of the corporation shall be:
ASSIST-A-LIFT, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

To engage in the manufacture, sale, and distribution of goods, tools and equipment; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

The total number of shares authorized to be issued shall be 500 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE V. PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 1611 Eighteenth Avenue Drive East, Palmetto, Florida 34221-6503.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 4911 Park Street North, St. Petersburg, Florida 33709, and the name of the initial registered agent of the corporation at that address is F. M. WELLS, JR.

ARTICLE VII. INCORPORATOR AND INITIAL STOCKHOLDER

The name and address of the incorporator and initial stockholder of this corporation is:

JUNE C. HUTCHESON
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

ARTICLE VIII. 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 the stockholders. The name and address of the initial director of this corporation is:

JUNE C. HUTCHESON
1611 Eighteenth Avenue Drive East
Palmetto, Florida 34221-6503

Said director shall hold office until successors are duly elected by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

JUNE C. HUTCHESON	-	President, Secretary
1611 Eighteenth Avenue Drive East		and Treasurer
Palmetto, Florida 34221-6503		

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. BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of October, 1996.

June C. Hutcherson (SEAL)
JUNE C. HUTCHESON, Incorporator

ASSIST-A-LIFT, INC.
Articles of Incorporation

Page Four

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

F. M. Wells, Jr. (SEAL)
F. M. WELLS, JR., Registered Agent

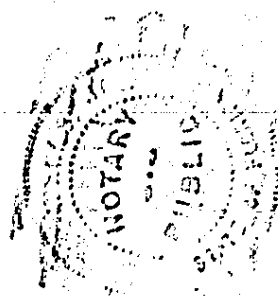
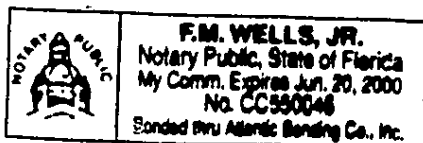
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority duly authorized by law to administer oaths and take acknowledgments, personally appeared JUNE C. HUTCHESON, to me well known and known to me to be the person described as the incorporators in and who executed the foregoing Articles of Incorporation, and before me, she acknowledged the same to be her free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 22nd day of October, 1996.

F. M. Wells, Jr.
Notary Public

My Commission Expires:



FILED
96 NOV -5 AM 10:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE