

PG7000001020

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

No. 53643

RE: HNG - Laughlin
Spares, Inc.

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 \$ _____

FILED

97 JAN -6 PM 2:57

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL JAN - 6 1996

TX!

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>1/16</u>	_____	_____	_____

WALK-IN Will Pick Up 3:00

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

ARTICLES OF INCORPORATION

OF

**HNG - LAUGHLIN SPARES, INC.
2817 SKIMMER POINT DRIVE
GULFPORT, FL 33707
(813) 343-6361**

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ARTICLE I - Name

The name of this corporation is **HNG - LAUGHLIN SPARES, INC.**

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business of the wholesale and retail distribution and sale of diesel engine components and spare parts used in marine and industrial engines, and all other related business matters.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Initial Registered Office and Agent

The name of the original registered agent and the street address of the initial registered office of this corporation is:

**M. KIRBY WATSON
WATSON & PEARSON
415 PASADENA AVENUE SOUTH
ST. PETERSBURG, FL 33707
(813) 323-1135**

ARTICLE V - Initial Board of Directors

This corporation shall have **TWO (2)** Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Director(s) of this corporation are:

**CLAY LAUGHLIN
2817 SKIMMER POINT DRIVE
GULFPORT, FL 33707
(813) 343-6361**

**MAKI LAUGHLIN
2817 SKIMMER POINT DRIVE
GULFPORT, FL 33707
(813) 343-6361**

ARTICLE VI - Incorporator

The name and address of the person signing these Articles is:

**M. KIRBY WATSON
WATSON & PEARSON
415 PASADENA AVENUE SOUTH
ST. PETERSBURG, FL 33710
(813) 323-1135**

ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of December, 19 96.


M. KIRBY WATSON, Attorney
Subscriber

ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

M. Kirby Watson
M. KIRBY WATSON

Date: December 20, 1996

STATE OF FLORIDA :
SS.
COUNTY OF PINELLAS :

THE FOREGOING INSTRUMENT acknowledged before me this 20 day of December, 1996, by M. KIRBY WATSON, the individual described herein as Incorporator/Subscriber and who acknowledged before me that the Articles were executed for the purposes therein expressed and who is personally known to me or who has produced: ☐ Driver's License ☐ Passport ☐ Social Security Card ☐ Other _____ as identification.

Jane E. Lamon
NOTARY PUBLIC

My Commission Expires:

 JANE E LAMON
My Commission CC287185
Expires May 18, 1997
Agents Notary Brokerage
800-852-5878

STATE OF FLORIDA :
SS.
COUNTY OF PINELLAS :

THE FOREGOING INSTRUMENT acknowledged before me this 20 day of December, 1996 by M. KIRBY WATSON, Registered Agent, who is personally known to me or who has produced: ☐ Driver's License ☐ Passport ☐ Social Security Card ☐ Other _____ as identification.

Jane E. Lamon
Notary Public

My Commission Expires:

 JANE E LAMON
My Commission CC287185
Expires May 18, 1997
Agents Notary Brokerage
800-852-5878