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NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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SUITE 655

SARASOTA, FLORIDA 34236

WILLIAM H. NAMACK III*

JAMES C. CLARK

JAMES D. KEENEY

CLIFFORD M. KING

*BOARD CERTIFIED WILL, TRUST AND ESTATE LAWYER

TELEPHONE

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941-954-4768

March 18, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-03/20/97--01035--018

****122.50 ****122.50

Gentlemen:

We enclose herein executed Articles of Incorporation in duplicate for purposes of securing approval of these Articles of Incorporation for the proposed corporation to be named TAMPA BAY POWER EQUIPMENT, INC. Also enclosed is an executed Resident Agent registration form naming JOHN D. CHAPMAN as Resident Agent and my draft in the amount of \$122.50 representing the following specific fees:

Filing fee	\$ 35.00
Certified copy of	
Articles of Incorporation	52.50
Resident Agent registration	
fee	35.00
TOTAL	122.50

We have enclosed a copy of these Articles of Incorporation for certification purposes.

Sincerely yours,

James C. Clark
James C. Clark

JCC/ez
Enclosures

cc: John D. Chapman

See 3/26

APPROVED
AND
FILED
97 MAR 20 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TAMPA BAY POWER EQUIPMENT, INC.

APPROVED
AND
FILED
97 MAR 20 AM 9: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be TAMPA BAY POWER EQUIPMENT, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office^{and principal office} of this corporation is:

6406 Danner Drive
Sarasota, FL 34240

and the name of the initial registered agent of this corporation at that address is:

JOHN D. CHAPMAN

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

JOHN D. CHAPMAN
6406 Danner Drive
Sarasota, FL 34240

SANDRA K. CHAPMAN
6406 Danner Drive
Sarasota, FL 34240

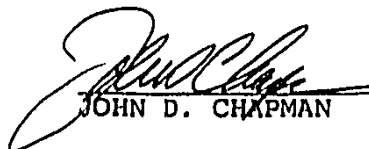
ARTICLE VII

INCORPORATOR

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

JOHN D. CHAPMAN
6406 Danner Drive
Sarasota, FL 34240

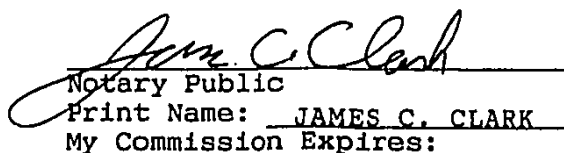
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 18th day of March, 1997.

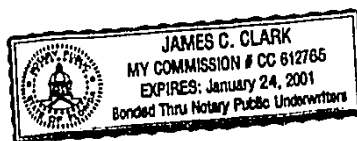

JOHN D. CHAPMAN

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN D. CHAPMAN, 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 hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of March, 1997.


Notary Public
Print Name: JAMES C. CLARK
My Commission Expires:



APPROVED
AND
FILED

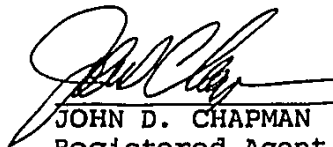
97 MAR 20 AM 9: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
TAMPA BAY POWER EQUIPMENT, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge that I am familiar with the obligations associated with the office of Registered Agent and I accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 18, 1997.



JOHN D. CHAPMAN
Registered Agent for
Tampa Bay Power Equipment, Inc.