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FILED
97 JUN 16 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 1997

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*****78.75 *****78.75

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32314

Re: Herculift Technologies, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, along with our check for \$78.75 to cover the filing fee and the fee to obtain a Certificate of Good Standing.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,


Emily S. Waugh

ESW:gd
Enclosures

cc: Edwin M. Morgan (w/o enc.)

morgan\aos.613

RECEIVED
97 JUN 16 PM 1:28
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
HERCULIFT TECHNOLOGIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective June 16, 1997.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **HERCULIFT TECHNOLOGIES, INC.** The principal place of business and mailing address of this Corporation is 204 South Main Street, Havana, Florida 32333.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or

restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Edwin M. Morgan	204 South Main Street, Havana, Florida 32333
Charles Lamar English, Jr.	204 South Main Street, Havana, Florida 32333

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 204 South Main Street, Havana, Florida 32333. The name of the initial Registered Agent of the Corporation at the above address shall be Edwin M. Morgan. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.
Number of Directors

This Corporation shall have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Edwin M. Morgan	204 South Main Street, Havana, Florida 32333
Charles Lamar English, Jr.	204 South Main Street, Havana, Florida 32333

ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Edwin M. Morgan, 204 South Main Street, Havana, Florida 32333
Secretary/Treasurer	Charles Lamar English, Jr., 204 South Main Street, Havana, Florida 32333

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on at least a quarterly basis. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.


ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of

June 16, 1997.


EDWIN M. MORGAN
Incorporator


CHARLES LAMAR ENGLISH, JR.
Incorporator



Bonded by NFNU
800-224-6368

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 16th day of June, 1997, by Edwin M. Morgan, who is personally known to me and who did not take an oath.

Joan M. Dawson
Signature of Notary Public Joan M. Dawson

Notary Seal/Stamp:



JOAN M DAWSON
My Commission CC402572
Expires Aug. 23, 1998
Bonded by NFNU
800-224-6368

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 16th day of June, 1997, by Charles Lamar English, Jr., who is personally known to me and who did not take an oath.
FLDL E524-152-61-0840

Joan M. Dawson
Signature of Notary Public Joan M. Dawson

Notary Seal/Stamp:




JOAN M DAWSON
My Commission CC402572
Expires Aug. 23, 1998
Bonded by NFNU
800-224-6368


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Herculift Technologies, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 204 South Main Street, Havana, Florida 32333, as its initial registered office and has named Edwin M. Morgan, located at said address, as its initial Registered Agent effective June 16, 1997




EDWIN M. MORGAN
Incorporator
Dated as of June 16, 1997



CHARLES LAMAR ENGLISH, JR.
Incorporator
Dated as of June 16, 1997

Having been named Registered Agent and to accept service of process for Herculift Technologies, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective June 16, 1997. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


EDWIN M. MORGAN
Registered Agent
Dated as of June 16, 1997

morgan/hercul.001

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