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2180 SANLANDO CENTER
2180 WEST S.R. 434, SUITE 4159
LONGWOOD, FLORIDA 32779
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SIDNEY L. VIHLEN, III
PAUL M. SILLS

PLEASE REPLY TO:
POST OFFICE BOX 161554
ALTAMONTE SPRINGS, FLORIDA
32716-1554
TELECOPIER (407) 786-2247

July 29, 1997

Secretary of State
Division of Corporations
Attn: New Filing
Post Office Box 6327
Tallahassee, Florida 32314

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ent #) 300002252743--3
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RE: Filing Articles of Incorporation/ETCO, INC.
Filing Articles of Incorporation/ROTO-STIK CORPORATION

Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation of ETCO, Inc., including the designation of Registered Office and Registered Agent, for filing with your office.

Also enclosed, please find the original Articles of Incorporation of Roto-Stik Corporation, including the designation of Registered Office and Registered Agent, for filing with your office.

Additionally, you will find two checks, each made payable to the Secretary of State, in the amount of \$122.50 each, representing the required filing fee for each corporation, represented as the following:

| | |
|----------------------|-----------|
| Filing Fee | \$ 35.00 |
| Registered Agent Fee | \$ 35.00 |
| Certified Copy | \$ 52.50 |
| Total | \$ 122.50 |

FILED
97 JUL 30 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RMC
8/1/97

Page 2
Secretary of State
Filing Articles of Incorporation for:
ETCO, Inc. and Roto-Stik Corporation
July 29, 1997

Please furnish our office with a certified copy of the duly filed Articles of Incorporation for ETCO, Inc. and Roto-Stik Corporation. For your convenience, we have enclosed a pre-prepared Federal Express envelope.

Any questions regarding this matter should be directed to us (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.

A handwritten signature in cursive script, appearing to read "Emily J. Strawn", written in dark ink.

Emily J. Strawn,
Secretary

EJS/jb
/enclosures

ARTICLES OF INCORPORATION
OF
ROTO-STIK CORPORATION

FILED
97 JUL 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation is:

ROTO-STIK CORPORATION

ARTICLE II
CORPORATE EXISTENCE

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III
PURPOSES

This Corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, the design, manufacturing, marketing and sales of any heavy equipment attachments.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with no par value. All or any part of said Stock of this Corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V
INITIAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 103 Highline Drive, Longwood, Florida 32750-4939. The Directors may from time to time, move the principal office to any other address in the State of Florida. The Corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this Corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

| | |
|----------------------------|-----------------|
| TODD N. PEMBERTON | DIRECTOR |
| WALTER B. PEMBERTON | DIRECTOR |
| DONNA M. DARBY | DIRECTOR |
| RENATO REY | DIRECTOR |

ARTICLE VIII
OFFICERS

The initial officers of the Corporation shall be a president, vice-president, secretary and treasurer. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the stockholders of the Corporation. Thereafter, the Officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the stockholders of the Corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the Officers of the Corporation shall be prescribed by the By-Laws.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is the Law Offices of Sidney L. Vihlen, III, P.A., 2180 Sanlando Center, 2180 S. R. 434, West, Longwood, Florida 32779; and the name of the initial registered agent of this Corporation at that address is Sidney L. Vihlen, III.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI
INDEMNIFICATION

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

ARTICLE XII
INCORPORATOR

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

TODD N. PEMBERTON
103 Highline Drive
Longwood, Florida 32750-4939

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 22nd day of July, 1997.

Todd N. Pemberton
TODD N. PEMBERTON
Incorporator

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared **TODD N. PEMBERTON**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 22nd day of July, 1997.

Emily J. Strawn
Notary Public, State of Florida

Emily J. Strawn
Typed/Printed Name of Notary
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **ROTO-STIK CORPORATION**, which is contained in the foregoing Articles of Incorporation.

LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.

Sidney L. Vihlen, III
Registered Agent

FILED
97 JUL 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA