

P97000084105

RICHARD B. PHILPOT
Route 14 Box 1603
Lake City, Florida 32024

Telephone: 904/755-0346

September 15, 1997

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-09/30/97--01068--006

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

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A proposed corporation -- Philpot Tractor, Inc.

Gentlemen:

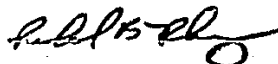
Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Corporate Status Certificate	8.75

Please note: The effective date for filing this document is in the future: October 1, 1997.

If you find the enclosed in proper form, please file the original and return a copy to me, together with the Corporate Status Certificate.

Sincerely,


Richard B. Philpot

EFFECTIVE DATE
10-1-97

~~W99-21738~~
encls

DMC
9-22-97

FILED
97 SEP 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1997

RICHARD B. PHILPOT
ROUTE 14 BOX 1603
LAKE CITY, FL 32024

SUBJECT: PHILPOT TRACTOR, INC.
Ref. Number: W97000021730

We have received your document for PHILPOT TRACTOR, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation. ← *ATTACHED*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00046881

*Thank you
for your personal
attention in this
matter!*

ARTICLES OF INCORPORATION
OF
PHILPOT TRACTOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE

10-1-97

ARTICLE I. NAME

The name of the corporation shall be: PHILPOT TRACTOR, INC..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: Route 14 Box 1603, Lake City, Florida 32024.

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exists perpetually commencing on October 1, 1997.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or treasury 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 REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard B. Philpot, Route 14 Box 1603, Lake City, Florida 32024. This office shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor (or successors) have been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Street Address</u>
RICHARD B. PHILPOT	Route 14, Box 1603 Lake City, Florida 32024

Thereafter, the number of Directors may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than one (1).

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Richard B. Philpot.

ARTICLE X. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

ARTICLE XI. BYLAWS

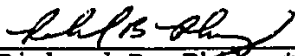
The power to adopt, alter, amend, or repeal the Bylaws of this corporation shall be vested in the Board of Directors; provided, however, that Bylaws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New

Bylaws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Richard B. Philpot, INCORPORATOR

STATE OF FLORIDA
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority, on this 15th day of September, 1997, personally appeared **RICHARD B. PHILPOT**, who is personally known, the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public-State of Florida

My Commission expires: 6-6-99

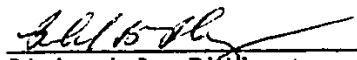


VERONICA ELAINE McMULLEN
Notary Public, State of Florida
My comm. expires June 6, 1999
Comm. No. CC 469467

PHILPOT TRACTOR, INC.

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97 SEP 29 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am hereby familiar with and accept the duties and responsibilities as Registered Agent of the above corporation.


Richard B. Philpot