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ACCOUNT NO. : 072100000032

REFERENCE : 555600 4132B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 6, 1997

ORDER TIME : 4:15 PM

ORDER NO. : 555600-005

CUSTOMER NO: 4132B

CUSTOMER: Charles S. Sacher, Esq  
WALTON LANTAFF SCHROEDER &  
CARSON  
2655 Lejeune Road, Suite 1101

Coral Gables, FL 33134

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-10/07/97--01012--015  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: KELLY TRAC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT -7 AM 10:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

SN OCT -7 1997

89

WALTON LANTAFF SCHROEDER & CARSON  
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)  
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA  
2655 LEJEUNE ROAD  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411  
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September 26, 1997

CHARLES P. SACHER, P.A.  
MICHAEL R. JENKS, P.A.  
DAVID K. THARP, P.A.  
WAYNE T. GILL, P.A.  
RICHARD P. COLE, P.A.  
STEPHEN W. BAZINSKY  
CHARLES B. MIRMAN, P.A.  
JONATHAN J. DAVIS  
BERNARD I. PROBST  
LAWRENCE D. SMITH  
JOHN P. JOY  
JOHN W. McLUSKEY  
GREGORY J. WILLIS  
BETH J. LEAHY  
ROBERTA J. KARP  
JOHN G. WHITE, III  
G. BART BILLBROUGH  
HENRY SUAREZ  
DAVID M. McDONALD  
ROBERT J. STRUNIN  
DEBORAH POORE KNIGHT  
RICHARD G. ROSENBLUM  
MICHAEL W. BAKER  
ROBERT L. TEITLER  
GREGORY T. MARTINI  
ROBERT M. DONLON  
GEOFFREY B. MARKS  
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JULIEAN RICE-CHAROUHIS  
GENE R. KISSANE  
AMY L. SMITH

PAUL S. MARTIN  
FRANK J. TADDEO  
WILLIAM G. HERSMAN  
LAWRENCE D. KING  
CHARLES S. SACHER  
GEORGE W. BUSH, JR.  
KURT A. WYLAND  
KIP O. LASSNER  
NANCY C. VALCARCE  
DAVID S. TADROS  
KENNETH L. VALENTINI  
STEVEN E. FOOR  
WARREN BROWN  
CARLOS M. MARTINEZ, JR.  
DANIEL A. SHAPIRO  
GREGG R. MARGRE  
STEVEN C. SESSA  
WESLEE S. ARCIOLA  
ALICIA M. SANTANA  
JORGE A. MESTRE  
ANNE E. ZIMET  
DENYSE M. NELSON  
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JAMES P. HARRIS, JR.  
JANE ANDERSON  
BELKYS BLANCO  
ROBERTO M. URETA  
LEROY G. LEE  
STEVEN L. BEILEY

OF COUNSEL  
SAMUEL O. CARSON  
WILLIAM J. GRAY  
MARTIN E. SEGAL, P.A.  
RHETT P. DOVE, III

MILLER WALTON (1901-1987)  
WILLIAM C. LANTAFF (1913-1970)  
LAURENCE A. SCHROEDER (1907-1995)

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Kelly Trac, Inc. Articles of  
Incorporation  
Our File No. 1457

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>
TOTAL	\$122.50

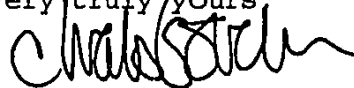
Your records will reflect the existence of another corporation entitled "Kelly Tractor Co." I enclose herewith a "Consent to Use of Corporate Name" signed by the President of the existing Corporation granting permission to use "Kelly Trac, Inc."

Corporate Records Bureau  
September 26, 1997  
Page 2

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Thank you for your attention to this matter.

Very truly yours



Charles S. Sacher

CSS:rbm  
Enclosures  
cc: L. Patrick Kelly, President

FILED  
97 OCT -7 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



SERVING THE INDUSTRY SINCE 1933

Miami  
8255 NW 58 Street  
Miami, FL 33166-3493  
(305) 592-5360  
FAX (305) 477-2024

Pompano Beach  
1868 NW 21 Street  
Pompano Beach, FL 33069-1306  
(954) 979-4666  
FAX (954) 979-5001

West Palm Beach  
5460 Okeechobee Boulevard  
West Palm Beach, FL 33417-4587  
(561) 683-1231  
FAX (561) 683-4591

Clewiston  
801 E Sugarland Highway  
Clewiston, FL 33440-2699  
(941) 983-8177  
FAX (941) 902-1000

Fort Myers  
9651 Kelly Tractor Dr  
Fort Myers, FL 33905-5514  
(941) 693-9233  
FAX (941) 693-8876

Punta Gorda  
8241 Pascal Drive  
Punta Gorda, FL 33950-4727  
(941) 639-7772  
FAX (941) 637-9929

Orlando  
(Cranes Only)  
17300 E Colonial Drive  
Orlando, FL 32820-2207  
(407) 558-8055  
FAX (407) 568-7701

### CONSENT TO USE OF CORPORATE NAME

The undersigned, on behalf of KELLY TRACTOR CO., a corporation formed under the Laws of the State of Florida, hereby consents to the use of the corporate name "KELLY TRAC, INC." by the incorporators of said KELLY TRAC, INC.

L. PATRICK KELLY  
President  
Kelly Tractor Co.

FILED  
97 OCT -7 AM 10:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



FILED

97 OCT -7 AM 10:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KELLY TRAC, INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

KELLY TRAC, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

8255 N.W. 58th Street  
Miami, Florida 33166-3493

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Distributing construction equipment;
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

## ARTICLE V

### CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

## ARTICLE VI

### REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

## ARTICLE VII

### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VIII

### DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

#### NAME

#### ADDRESS

L. Patrick Kelly

8255 N.W. 58th Street  
Miami, Florida 33166-3493

## ARTICLE IX

### STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, KELLY TRAC, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as One Biscayne Tower, Suite 2500, 2 South Biscayne Boulevard Miami, Dade County, Florida, and has named John W. McLuskey as its initial Registered Agent who is located at such address.

## ARTICLE X

### SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

#### NAME

#### ADDRESS

Charles S. Sacher

3715 Durango Street  
Coral Gables, FL 33134

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

The effective date of incorporation is specified to be the date of filing.

IN WITNESS WHEREOF, Charles S. Sacher, the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set my hands and seal this 30 day of September, 1997.



(SEAL)

CHARLES S. SACHER

STATE OF FLORIDA)  
COUNTY OF DADE ) SS:

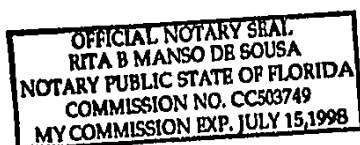
BEFORE ME, the undersigned authority, personally appeared CHARLES S. SACHER, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 30<sup>th</sup> day of September, 1997.



Notary Public, State of Florida  
at Large

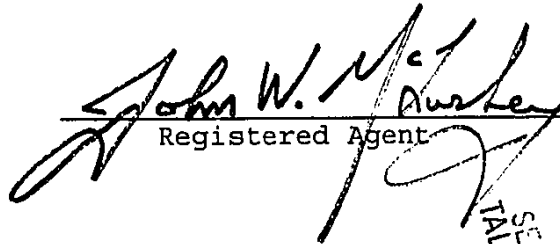
My commission expires:





ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for KELLY TRAC, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

 (SEAL)  
Registered Agent

FILED  
91 OCT -7 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA