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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
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NAME: MATERIAL HANDLING INC.

AUDIT NUMBER.....H98000004806

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: MATERIAL HANDLING INC.
REF: W98000005533

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
3-9-98

Article I. Name

The name of this Florida corporation is:
Material Handling Inc.

Article II. Address

The mailing address of the Corporation is:
Material Handling Inc.
P. O. Box C
Eustis FL 32727-0378

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James Wood
33137 State Road 44B
Eustis FL 32736

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

James Wood
Penny K. Wood

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 9, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 12, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Material Handling Inc.

REGISTERED AGENT/OFFICE:

**James Wood
33137 State Road 44B
Eustis FL 32736**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES WOOD
by L.A. Uriarte as attorney-in-fact

Date: March 12, 1998

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

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