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HAWKINS AND CO., L.P.A.

ATTORNEYS AND COUNSELLORS AT LAW 1240 LEADER BUILDING 526 SUPERIOR AVENUE CLEVELAND, OHIO 44114-1490

> (216) 861-1365 FAX (216) 861-0714

> > March 25, 1998

David Mann, Division Director Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Fl 32314

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SOR MADO PARTY. 20. 20.

Re: <u>InterLift Enterprises, Inc.</u>

Dear Mr. Mann:

Enclosed please find the following:

- 1. Articles of Incorporation for InterLift Enterprises, Inc.
- 2. A Certificate of Designation of Registered Agent/Registered Office.
- 3. A check in the amount of Seventy Dollars (\$70.00) representing the Thirty-Five Dollar (\$35.00) filing fee for the Articles of Incorporation and the Thirty-Five Dollar (\$35.00) fee for the Designation of Registered Agent.

Please file the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent in the records of the State of Florida and return the approved charter for this new company to me.

Thank you for your assistance in this filing.

Very truly yours,

Ann Marie Hawkins

AMH:mc enclosures g\u00e4nter\u00e4fla



Articles of Incorporation of InterLift Enterprises, Inc.

98 MR 30 PM 2: 30

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

Article I Name

The name of the corporation is InterLift Enterprises, Inc. (hereafter referred to as "the Corporation").

Article II Address

The address of the principal office is 6450 Dunberry Lane, Naples, Florida 39119. The aforementioned address shall also be the mailing address of the Corporation.

Article III Shares

The Corporation is authorized to issue Seven Hundred Fifty (750) no par common value shares.

Article IV Purpose

To engage in the business of selling and distributing material handling equipment; and to manage other entities that sell and distribute material handling equipment;

To own, lease, sublease, buy or sell any type of real estate in connection with the operation of any business or for investment purposes;

To own, buy and sell stocks, bonds, puts, calls, options, notes, mortgages, or any other type of investment security for investment purposes;

To do any and all things necessary for or incidental to the accomplishment of any of the foregoing, as well as to do any and all things that a corporation organized for profit may do in the State of Florida.

Article V Registered Agent

The name and address of the registered office and agent of the Corporation is:

Philip J. Graffy 6450 Dunberry Lane Naples, Florida 39119

Article VI Incorporators

The names and addresses of the incorporators of the Corporation are:

Philip J. Graffy 6450 Dunberry Lane Naples, Florida 39119

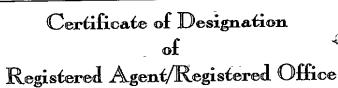
Robert G. Graffy 3548 Windjammer Circle, #804 Naples, Florida 33962

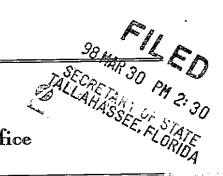
The undersigned incorporators have executed these Articles of Incorporation on this 24 day of March, 1998.

Incorporators:

Philip J. Graffy

Robert G. Graffy





PURSUANT TO THE PROVISIONS OF FS §607.0501 OR FS §617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is InterLift Enterprises, Inc.
- 2. The name and address of the registered agent and office is the following:

Philip J. Graffy 6450 Dunberry Lane Naples, Florida 39119

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this Certificate, I, Philip J. Graffy, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I, Philip J. Graffy, hereto subscribe my name this 24 day of March, 1998.

Philip J. Graffy