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ANSELMO & LEWIS, P.A.

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June 4, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002551876--6
-06/08/98--01140--003
*****78.75 *****78.75

Re: *Gator Mower Parts, Inc.*

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above company, together with a check payable to the State of Florida, Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	35.00
	<u>\$78.75</u>

We would appreciate your filing the Articles and returning a Certificate of Status to us.

Best regards,

ANSELMO & LEWIS, P.A.

Jodie G. Murphy

By: Jodie G. Murphy
Administrative Assistant

FILED
98 JUN -8 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

F. CHESSEY JUN 10 1998

*Articles of Incorporation
of
Gator Mower Parts, Inc.*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I. Name: The name of this corporation shall be: **Gator Mower Parts, Inc..**
- ARTICLE II. Principal Office and Mailing Address: The principal office and mailing address of this corporation shall be: **400 North Street, Longwood, FL 32750.**
- ARTICLE III. Authorized Shares:
1. ***Voting:*** The corporation is authorized to have 1,000 shares of voting common stock having a par value of \$1.00 per share.
 2. ***Non-Voting:*** The corporation is authorized to have 0 shares of non-voting common stock having a par value of 0 per share.
- ARTICLE IV. Transferability of Shareholder's Interest: A shareholder's interest in this corporation is not assignable in whole or in part, unless a majority of the non-assigning shareholders consent to the assignment. An assignment of a shareholder's interest in this corporation does not dissolve this corporation or entitle the assignee to become or exercise any rights or powers of a shareholder. An assignment entitles the assignee to share in the profits and losses of the corporation, to receive such distribution(s) and to receive such allocation of income, gain, loss, deduction, or creditor similar item to which the assignor was entitled, if any, to the extent assigned. A shareholder ceases to be a shareholder and ceases to have the power to exercise any rights or powers of a shareholder upon assignment of his entire interest in the corporation.
- ARTICLE V. Right of Assignee to Become a Shareholder: An assignee of a shareholder interest may become a shareholder only if all other shareholders consent. An assignee who becomes a shareholder has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a shareholder under the Articles of Incorporation, the Bylaws, and Florida law. An assignee who becomes a shareholder is also liable for the obligations of his assignor to pay for such shares as required by §607.0622, the Florida Statutes. However, the assignee is not obligated for liabilities which are unknown to the assignee at the time he became a shareholder and which he could not ascertain from the Bylaws or Corporate Minutes. If an assignee of a corporate interest becomes a shareholder, the assignor is not released from his liability to the corporation if and when acting as a director or officer of the company. On application to a court of competent jurisdiction by any judgment creditor of a shareholder, the court may charge a corporate interest of the shareholder with payment of the unsatisfied amount of the judgment, with interest. To the extent so

charged, the judgment creditor has only the rights of an assignee of such shareholder's corporate interest. This paragraph does not deprive any shareholder of the benefit of any exemption laws that are applicable to his corporate interest.

ARTICLE VI. Effective Date: If July 6, 1998 is within five business days prior to the date of filing with the Department of State, then July 6, 1998 shall be the "Effective Date," if July 6, 1998 is after the date of filing with the Department of State, then July 6, 1998 shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.

ARTICLE VII. Initial Registered Agent and Address: The name and street address of the initial registered agent is:

Stephen T. Powell, 400 North Street, Longwood, FL 32750

ARTICLE VIII. Incorporator: The name and street address of the incorporator is:

Stephen T. Powell, 400 North Street, Longwood, FL 32750

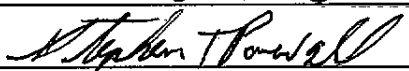
ARTICLE IX. Initial Board of Directors: The name and address of each member of this corporation's initial Board of Directors is:

Stephen T. Powell, 400 North Street, Longwood, FL 32750

Robert L. Offutt, 400 North Street, Longwood, FL 32750

In Witness Whereof, the undersigned does hereby execute this instrument as of

JUNE 5, 1998.



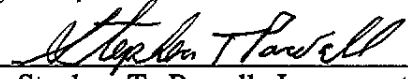
Name: Stephen T. Powell, Incorporator

***Certificate of Designation
Registered Agent and Registered Office***

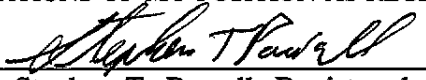
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Gator Mower Parts, Inc.**
2. The name and street address of the registered agent and office is:

Stephen T. Powell, 400 North Street, Longwood, FL 32750

By: 
Name: Stephen T. Powell, Incorporator
Date: June 5, 1998

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.


Name: Stephen T. Powell, Registered Agent
Date: June 5, 1998

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TALLAHASSEE, FLORIDA