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98 JUN 30 AM 11:19

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)  
 1406 Hays Street, Suite 2  
 (Address)  
 Tallahassee, FL 32301 (904) 656-3992  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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-06/30/98--01042--004  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Starquip International, Inc (Document #)  
(Corporation Name)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

Walk in     Pick up time 6:30     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

DIVISION OF CORPORATION  
98 JUN 30 AM 10:58

P. Hall

JUN 30 1998  
4

Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**STARQUIP INTERNATIONAL INC.**

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

**Article One Name**

**The name of the corporation shall be:**

STARQUIP INTERNATIONAL INC.

**Article Two Principal Office**

**The principal place of business and mailing address of this corporation shall be:**

33 West Service Road  
Champlain, New York 12919

**Article Three Shares**

**The number of shares of stock that this corporation is authorized to have outstanding at any one time is:**

300

**Article Four Initial Registered Agent and Street Address**

**The name and address of the initial registered agent is:**

National Corporate Research, Ltd., Inc.  
1406 Hays Street, Suite #2  
Tallahassee, Florida 32301

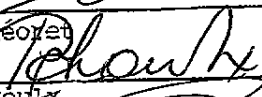
Article Five Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Robert Théoret	188 D'IGE, Boucherville (Qc) Canada	J4B 6J3
Pierre Groulx	235 des Fresnes, St-Eustache (Qc) Canada	J7R 6L9
Jacques Théoret	546 Roland Durand, Rosemère (Qc) Canada	J7A 4K4

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day of June, 1998.

  
\_\_\_\_\_  
Robert Théoret

  
\_\_\_\_\_  
Pierre Groulx

  
\_\_\_\_\_  
Jacques Théoret

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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: STARQUIP INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

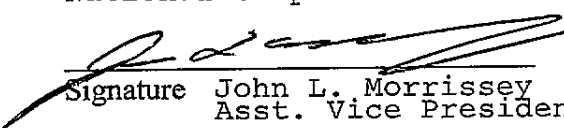
National Corporate Research, Ltd. Inc.

1406 Hays Street, Suite #2

Tallahassee, Florida 32301

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 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.

National Corporate Research, Ltd., Inc.

  
Signature John L. Morrissey  
Asst. Vice President

June 26, 1998

Date