

P98000105190

Nov 24, 1998

U S MACHINE, INC.
2512 ANDALUSIA BLVD
CAPE CORAL, FL 33909
941-772-5867

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-11/30/98--01029--006
*****70.00 *****70.00

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


Re: U S MACHINE, INC.

Dear Division of Corporations:

Enclosed please find sets of the Articles of Incorporation for U S MACHINE, INC., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Please return one set of the Articles to me with the filing date stamped on it.

Thank You,


CHARLES LEONARD
Enclosures

GAVE
AUTHORIZATION BY PHONE TO
CORRECT None
DATE 12-7-98
DOC. EXAM CB

FILED
98 DEC 17 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atty file
with his
letter

CB
12-18-98
6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

CHARLES LEONARD
1140 N.E. 39TH ST.
CAPE CORAL, FL 33909

SUBJECT: U S MACHINE, INC.
Ref. Number: W98000027177

We have received your document for U S MACHINE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

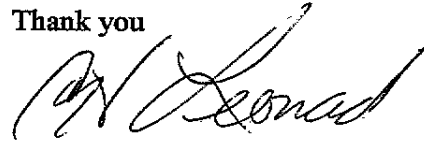
Letter Number: 898A00057552

Charles H. Leonard
1140 N.E. 39th St.
Cape Coral, FL 33909
1-941-772-5867

Carolyn,

I spoke with your office on Friday and I explained to them that U.S. Machinery and US Machine are two entirely different names. U.S. Machinery is an abbreviation for United States Machinery US Machine on the other hand is the word "US" signifying two people as in partners. The work of the two companies is different as well U.S. Machinery manufactures equipment for the plastic industry. US Machine manufactures one part for three different companies, one in Calif, one in Utah, and one in Michigan. These are our only clients. Therefore our respective clientele will never meet and I must ask again to use the name US Machine!

Thank you



Charles H. Leonard

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
U S MACHINE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this Corporation shall be U S MACHINE, INC.

ARTICLE II COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV CAPITAL STOCK

This Corporation shall have the authority to issue 100 shares of Common Stock, with a par value of \$1.00 per share of common stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two. The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CHARLES LEONARD
1140 NE 39TH ST.
CAPE CORAL ,FL 33909

DAVID COBB
16321 Slater Rd
N. Fort Myers, FL 33990

ARTICLE VIII INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2512 ANDALUSIA BLVD, CAPE CORAL ,FL 33909.

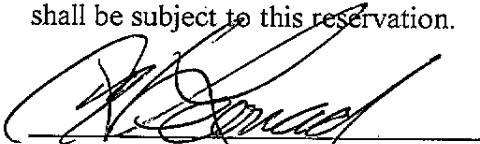
The name of the individual who shall serve as this corporation's initial registered agent at that address is: CHARLES LEONARD.

ARTICLE X INCORPORATOR

The name and address of the individual who will serve as this corporation's incorporator is: CHARLES LEONARD, 2512 ANDALUSIA BLVD, CAPE CORAL ,FL 33909.

ARTICLE XI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


CHARLES LEONARD - Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the Corporation is U S MACHINE, INC.
2. The name and address of the registered agent and office of the Corporation is: CHARLES LEONARD, 2512 ANDALUSIA BLVD, CAPE CORAL, FL 33909.

Dated this 24 day of Nov, 1998.

U S MACHINE, INC.

By:

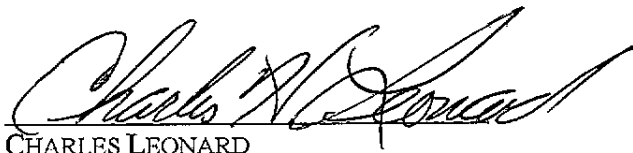


CHARLES LEONARD

President

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.

Dated this 24 day of Nov, 1998.



CHARLES LEONARD

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA