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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

January 13, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002741425--4
-01/14/99--01049--017
****120.00 ****120.00

Re: Pride Equipment Co., Inc.

Dear Sir:

Enclosed are original and one copy each of Articles of Incorporation and Certificate of Domestication for the referenced corporation. Please file the original of each and return stamped copies to me. Our check for \$120.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

Kathleen Cold

KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures
cc: Mr. David C. Owen

99 JAN 14 AM 10:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

W99-1334
ajc
1/26



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 1999

KATHLEEN HOLBROOK COLD
ONE INDEPENDENT DR., S-2301
JACKSONVILLE, FL 32202

SUBJECT: PRIDE EQUIPMENT CO., INC.
Ref. Number: W99000001334

We have received your document for PRIDE EQUIPMENT CO., INC. and your check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 199A00002432

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

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January 22, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Alan Crum

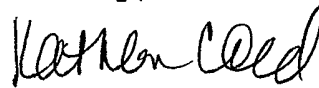
Re: Pride Equipment Co., Inc.
Ref. Number: W99000001334

Dear Mr. Crum:

Pursuant to my telephone conversation yesterday, I am returning the Articles of Incorporation and Certificate of Domestication for Pride Equipment Co., Inc., which wishes to be domesticated as a Florida corporation. I understand that these will be filed, and a copy of the Articles of Incorporation returned to us.

Thank you for your assistance in this matter.

Sincerely,



KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

FILED

CERTIFICATE OF DOMESTICATION

99 JAN 14 PM 1:45

The undersigned, DAVID OWEN, President of PRIDE EQUIPMENT CO., INC., a foreign corporation, in accordance with Florida Statutes, Section 607.1801, does hereby certify.

1. The date on which corporation was first formed was November 16, 1990.

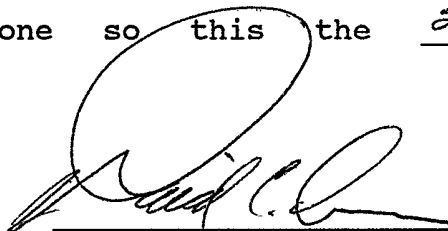
2. The jurisdiction where the above-named corporation was first formed, incorporated, or otherwise came into being was Utah.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Pride Equipment Co., Inc.

4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Pride Equipment Co., Inc.

5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Utah.

I am President of Pride Equipment Co., Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 22 day of December, 1998.



DAVID OWEN, President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIDE EQUIPMENT CO., INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: PRIDE EQUIPMENT CO., INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

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

10,000 Shares of Common Stock of par
value of \$1.00 per share.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 924-1 North Lane Avenue, Jacksonville, Florida 32254. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to

time, by by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
David Owen	924-1 North Lane Avenue Jacksonville, Florida 32254
John McKinnon	924-1 North Lane Avenue Jacksonville, Florida 32254

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David Owen	924-1 North Lane Avenue Jacksonville, Florida 32254

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and

assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 924-1 North Lane Avenue, Jacksonville, Florida, 32254, and the registered agent at that same address is David Owen.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

holder or holders of a majority of the stock entitled to vote thereon.



DAVID OWEN

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



DAVID OWEN

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99 JAN 14 AM 10:58

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DAVID OWEN, () to me well known to be the person described as the incorporator, or (✓) who provided Pl Dr Lic 050016353040 as identification, in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 16th day of January, A.D. 1999.

My Commission Expires: 2/9/2001
Commission Number: CC620360

