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SANDRA W. JOHNSON, P.A.

2263 St. Johns Avenue, Suite One  
Jacksonville, Florida 32204  
(904) 381-9300  
(904) 381-9400/Fax

March 2, 1999

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

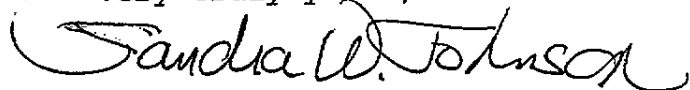
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\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation along with my firm's check in the amount of \$122.50 for your filing fee.

Please return the filed document to me as soon as possible. I have enclosed a return envelope for your convenience. Thank you for your assistance.

Very truly yours,



Sandra W. Johnson

SWJ: mw

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 8 1999

**ARTICLES OF INCORPORATION  
OF  
UNITED PARTS & EQUIPMENT, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

The name of this corporation shall be UNITED PARTS & EQUIPMENT, INC.

**Article II  
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be P.O. Box 432, Callahan, Florida 32011.

**Article III  
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

**Article IV  
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 7819 W. County Road 108, Hilliard, Florida 32046 and the initial registered agent at that office is John P. Reeves.

**Article V  
Incorporator**

The name and street address of the incorporator of this corporation are:

Sandra W. Johnson  
2263 St. Johns Avenue, Suite 1  
Jacksonville, Florida 32204

**Article VI  
Duration**

This corporation shall exist perpetually.

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**Article VII**  
**Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

(a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

John P. Reeves  
7819 W. County Road 108  
Hilliard, Florida 32046

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 1st day of March, 1999.

  
Sandra W. Johnson

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

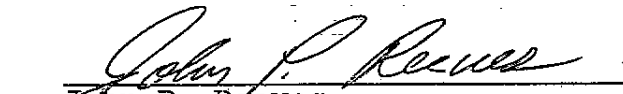
UNITED PARTS & EQUIPMENT, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates JOHN P. REEVES as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 7819 W. County Road 108, Hilliard, Florida 32046.

DATED this 1st day of March, 1999.

  
Sandra W. Johnson

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 agree to 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 1st day of March, 1999.

  
John P. Reeves

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