

7990000 22234

JAMES W. KAYWELL

OF COUNSEL:  
T. GRAF BUCKENMAIER, JR.

JAMES W. KAYWELL, P. A.  
ATTORNEY AT LAW

THE PROFESSIONAL CENTER, SUITE 207  
201 WEST MARION AVENUE  
PUNTA GORDA, FLORIDA 33950-4497

TEL: (941) 639-4343  
FAX: (941) 639-7

99 MAR -5 PM 1:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LETTER OF TRANSMITTAL

March 2, 1999

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

900002786629-010-1  
03/05/99-0110-010-1

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation (Advanced Equipment South, Inc.)

To Whom It May Concern:

Enclosed please find the following: Original and one (1) copy of the Articles of Incorporation; Certificate of Designation of Registered Agent and a check in the amount of \$78.75 is transmitted herewith:

<input checked="" type="checkbox"/>	For Filing		For Necessary Action
<input type="checkbox"/>	For Signature & Return		Per Your Request
<input type="checkbox"/>	For Signature & Forwarding		Approved As Noted Below
<input type="checkbox"/>	For Review		Disapproved
<input type="checkbox"/>	For Distribution		For Your Information & Records
<input type="checkbox"/>	For Recordation		See Remarks Below
<input type="checkbox"/>	For Payment		Execution

Remarks: Please return **certified copy** of document to my office. Thanks,

Very truly yours,

*James W. Kaywell*

James W. Kaywell, P. A.

JWK/jp  
Enclosure(s)

F. CHESLER

MAR 10 1999

ARTICLES OF INCORPORATION OF  
ADVANCED EQUIPMENT SOUTH, INC.

ARTICLE I

The name of the corporation is ADVANCED EQUIPMENT SOUTH, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 3000 shares and having a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or

FILED  
99 MAR -5 PM 1:18  
TALAHASSEE  
FLORIDA  
SECRETARY OF STATE

proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

#### ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose name and addresses are as follows:

Hans Wenger  
2313 Deborah Dr.  
Punta Gorda, FL 33950

Jean-Daniel Favre  
8750 Midnight Pass Rd. # 403C  
Sarasota, FL 34242

Hans Gerber  
2142 Charlotte Amalie Court  
Punta Gorda, FL 33950

ARTICLE XI

PRINCIPAL OFFICE

The initial registered agent of the corporation is James W. Kaywell. The street address of the corporation's initial registered office is 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950.

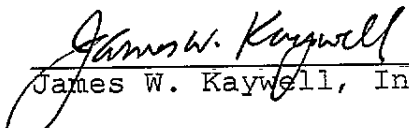
ARTICLE XII

The name and address of the incorporator of the corporation is:

James W. Kaywell  
201 W. Marion Avenue, Suite 207  
Punta Gorda, FL 33950

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: March 1, 1999

  
James W. Kaywell, Incorporator

State of Florida       )  
County of Charlotte ) SS

Subscribed and acknowledged before me by JAMES W. KAYWELL, the Incorporator, who is personally known to me ~~or who has produced~~ \_\_\_\_\_, as identification, on March 1, 1999.

(Affix Notary Seal)

  
Notary Public, State of Florida



JANET M. PHILLIPS  
COMMISSION # CC 660980  
EXPIRES JUL 1, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 ~~OR~~ 617.0501,  
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.

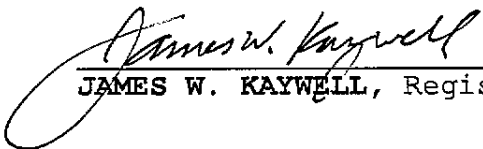
1. The name of the corporation is:

**ADVANCED EQUIPMENT SOUTH, INC.**

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

James W. Kaywell  
201 W. Marion Avenue, Suite 207  
Punta Gorda, Florida 33950

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.

  
JAMES W. KAYWELL, Registered Agent

FILED  
99 MAR -5 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA