

P99000023739

TRANSMITTAL LETTER

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

200002800322--4
-03/10/99--01018--008
*****70.00 *****70.00

SUBJECT: **SCHAEFER FLUID POWER, INC.**
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation along with a money order in the amount of \$70.00.

FROM: Gary R. Schaefer.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 3:25

5-15
125

ARTICLES OF INCORPORATION
OF

SCHAEFER FLUID POWER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 3:25

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby executes and assents to the within Articles of Incorporation for the purposes of forming a corporate body under and by virtue of the laws of the State of Florida, and specifically under and by virtue of Chapter 607 Florida Statutes, as amended.

ARTICLE I
NAME OF CORPORATION AND MAILING ADDRESS

The name of the corporation is **SCHAEFER FLUID POWER, INC.** The corporate mailing address is 128 Oak View Circle, Lake Mary, FL 32746.

ARTICLE II
DURATION

The duration of the corporation is perpetual. Corporate existence shall commence upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE

The purpose of the corporation is to conduct any and all lawful business for which corporations may be incorporated under Chapter 607.0301, Florida Statutes, as now exists or may after be amended.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares of stock which this corporation may issue is 1000 shares at \$1.00 per share.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the agent is Gary R. Schaefer, 128 Oak View Circle, Lake Mary, Fl 32746.

ARTICLE VII
INITIAL DIRECTOR(S)

There shall be one initial director of the corporation, who shall be as follows:

<u>Name</u>	<u>Address</u>
Gary R. Schaefer	128 Oak View Circle Lake Mary, Fl 32746

The number of directors may be either increased or decreased from time to time by the Bylaws: however, there shall never be less than one nor more than five.

ARTICLE VIII
INCORPORATOR

The incorporator(s) is (are) Gary R. Schaefer whose address is 128 Oak View Circle, Lake Mary, Fl 32746.

ARTICLE IX
LIMITATION OF LIABILITY

Each director and officer, in consideration for his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by Florida Statutes Chapter 607.0850. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE X
SELF DEALING

No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or a director or officer or are directors or officers of any other corporation, and any director or directors individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contraction with the corporation for the benefit of himself or any firm, association, or corporation in which he or she may be anyway interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a director of such subsidiary or controlled corporation.

ARTICLE XI
AMENDMENT

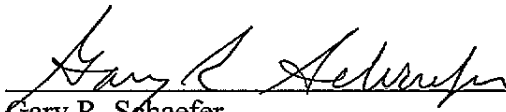
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of directors, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has (have) executed these Articles of Incorporation
the 18 day of February, 19 99.

Gary R. Schump director
(Signature, Title)

ACCEPTANCE OF DESIGNATION

Having been designated a Resident Agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with provisions of said act relative to keeping open said office.



Gary R. Schaefer
Resident Agent

128 Oak View Circle
Lake Mary, Fl 32746

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 3:25