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March 17, 1999

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

Re: HAGEDORN EQUIPMENT COMPANY, INC.
Our File No. 99-040

Gentlemen:

Enclosed please find the Articles of Incorporation of HAGEDORN EQUIPMENT COMPANY, INC., and the Certificate of Designating Registered Agent, together with this firm's check in the amount of \$122.50, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

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***122.50 ***78.75

Very truly yours,

Patti

Patti
Secretary to Jay D. Asbury

encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 19 AM 9:55

MAR 25 1999

OF

99 MAR 19 AM 9:55

HAGEDORN EQUIPMENT COMPANY, INC.

The undersigned subscribers, competent to contract, hereby associate themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be HAGEDORN EQUIPMENT COMPANY, INC., and its principal place of business shall be 98 Lake Grove Drive, Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is BRANDT E. HAGEDORN, physical address is 98 Lake Groye Drive, Crescent City, FL 32112 and mailing address is P. O. Box 454, Crescent City, FL 32112.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in the business of repair and maintenance of food preparation equipment and appliances. To further engage in any and all lawful activity or purpose allowed in the State of Florida. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like, or unlike any of the

foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is Five hundred (500) shares, which shall be common stock with \$10.00 per share value. Initially 100 shares shall be issued 50% to BRANDT E. HAGEDORN and 50% to MONIKA E. HAGEDORN with no par value.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial board of Directors. The names and addresses of the initial Board of Directors of the corporation are:

- BRANDT E. HAGEDORN, 98 Lake Grove Drive, Crescent City, FL 32112
- MONIKA E. HAGEDORN, 98 Lake Grove Drive, Crescent City, FL 32112.

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the persons who will serve as officers of this corporation are:

- BRANDT E. HAGEDORN President/Treasurer
- MONIKA E. HAGEDORN Vice President/Secretary

ARTICLE VIII - ARTICLES

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.

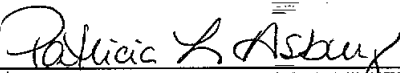
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 17th day of March, 1999.


 BRANDT E. HAGEDORN
 President/Treasurer


 MONIKA E. HAGEDORN
 Vice President/Secretary

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 17th day of March, 1999, by BRANDT E. HAGEDORN and MONIKA E. HAGEDORN, who have produced Florida Driver's license as identification.


 (SIGNATURE OF PERSON TAKING
 ACKNOWLEDGMENT)



PATRICIA L. ASBURY
MY COMMISSION # CC465807 EXPIRES
JUNE 25, 1999

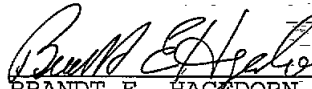
(NAME OF ACKNOWLEDGEE
 PRINTED OR STAMPED)
 (TITLE OR RANK)
 (SERIAL NUMBER, IF ANY)


CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that HAGEDORN EQUIPMENT COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 98 Lake Grove Drive, Crescent City, FL 32112, has named BRANDT E. HAGEDORN, as it's agent to accept service of process within the State of Florida.

DATED: March 17, 1999


BRANDT E. HAGEDORN,
President/Treasurer


MONIKA E. HAGEDORN,
Vice President/Secretary

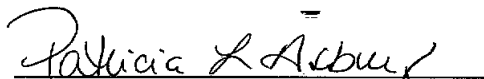
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


BRANDT E. HAGEDORN

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 17th day of March, 1999, by BRANDT E. HAGEDORN and MONIKA E. HAGEDORN, who have produced Florida Drivers' licenses as identification.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)



PATRICIA L. ASBURY
MY COMMISSION # CC465807 EXPIRES
June 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC.