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WILLIAM L. ROSS, JR.

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FLORIDA BAR BOARD CERTIFIED
REAL PROPERTY LAWYER

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May 4, 1999

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

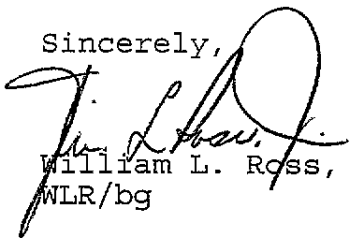
Re: Elias Industries, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of ELIAS INDUSTRIES, INC., along with a copy thereof, along with my check in the amount of \$78.75 for the filing fee. Please forward to me a certified copy of the Articles.

Thank you for your assistance in this matter.

Sincerely,


William L. Ross, Jr.
WLR/bg

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 10 1999

ARTICLES OF INCORPORATION
OF
ELIAS INDUSTRIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, being of full age, sui juris and residents of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be ELIAS INDUSTRIES, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in the purchase and sale of industrial equipment.

ARTICLE III

The total authorized capital stock of this corporation shall be 1,000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporators in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business and general office of this corporation shall be at 333 West Marion Avenue, Edgewater, Florida 32132, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provided by resolution. The registered agent for the corporation shall be William L. Ross, Jr., whose business office is located at 221 North Causeway, New Smyrna Beach, Florida, which office is hereby designated as the registered office of the corporation.

ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five, the exact number to be determined by the by-laws of the corporation. Only the president need be a stockholder of this corporation. All stockholders shall possess voting power. Each of the above designated officers, as well as the board of directors,

IN WITNESS WHEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, this 4th day of May, 1999.

Robert E. Kayat
Robert E. Kayat

Robert A. Kayat
Robert A. Kayat

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments, personally appeared ROBERT E. KAYAT and ROBERT A. KAYAT, to me known to be the persons described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 4th day of May, 1999.

William L. Ross Jr.
Notary Public

My commission expires:



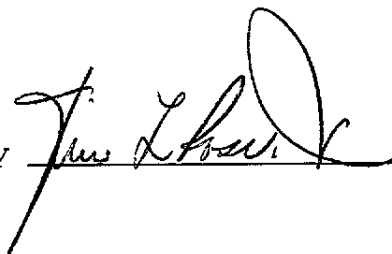
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, AND NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ELIAS INDUSTRIES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in New Smyrna Beach, County of Volusia, State of Florida, has named WILLIAM L. ROSS, JR., located at 221 North Causeway, New Smyrna Beach, Florida, as its agent to accept service of process within this state. Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 4th day of May, 1999.

Accepted by



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SECRETARY OF STATE
TALLAHASSEE FLORIDA