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ATTORNEY AT LAW

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June 30, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for HELDRETH EQUIPMENT COMPANY,
INC.

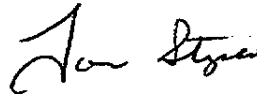
Dear Sirs:

Enclosed please find the original Articles of Incorporation for HELDRETH EQUIPMENT COMPANY, INC., for filing with the Secretary of the State of Florida, together with my check in the amount of \$78.75 representing the filing fee and the cost of a certified copy which should be sent to me.

Please return a copy of the Articles of Incorporation indicating the charter number assigned to the corporation to my office after filing same.

Thank you for your assistance in this matter.

Sincerely,



Thomas L. Stephan

TLS:sgm
Enclosures

FILED
99 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-6
WS

ARTICLES OF INCORPORATION
OF
HELDRETH EQUIPMENT COMPANY, INC.

FILED
99 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be HELDRETH EQUIPMENT COMPANY, INC.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

The purpose of the corporation shall be for the purpose of the transaction of any other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock of a par value of Ten Cents (\$0.10) per share and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 251 Maitland Avenue, Suite 302, Altamonte Springs, Florida 32701, and the name of the Registered Agent of this corporation at that address is THOMAS L. STEPHAN, and the mailing address for this corporation is 994 East Carroll Street, #12, Kissimmee, Florida 34744.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is as follows:

RODNEY B. HELDRETH, Director
994 East Carroll Street, #12
Kissimmee, Florida 34744

ARTICLE VII. INITIAL OFFICERS

RODNEY B. HELDRETH, President
994 East Carroll Street, #12
Kissimmee, Florida 34744

RODNEY B. HELDRETH, Vice President, Secretary & Treasurer
994 East Carroll Street, #12
Kissimmee, Florida 34744

ARTICLE VIII. AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this transaction.

ARTICLE IX. INCORPORATOR.

The Incorporator of these Articles of Incorporation and his name and address is as follows: RODNEY B. HELDRETH, and his address is 994 East Carroll Street, Kissimmee, Florida 34744.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS.

The address for the principal place of business of Heldreth Equipment Company, Inc., is 994 East Carroll Street, #12, Kissimmee, Florida 34744.

IN WITNESS WHEREOF, the undersigned Incorporator and Officer and Director have executed these Articles of Incorporation this 30 day of June, 1999.

Rodney B. Heldreth
RODNEY B. HELDRETH

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared, RODNEY B. HELDRETH, who is PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH, and who, after being by me first duly sworn, deposes and says that he is the Incorporator, an Officer and Director in the foregoing Articles of Incorporation and that he executed same for that purpose and the statements contained therein are true.

WITNESS my hand and official seal this 30 day of June, 1999.

Thomas L. Stephan
Notary Public
My Commission Expires:




Thomas L. Stephan
MY COMMISSION # CC682846 EXPIRES
January 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT.

HAVING BEEN NAMED as Registered Agent to accept service of process of Heldreth Equipment Company, Inc., and the registered office address is 251 Maitland Avenue, Suite 302, Altamonte Springs, Florida 32701 and the mailing address for said corporation is 994 East Carroll Street, #12, Kissimmee, Florida 34744, as designated by the corporation and I hereby accept and agree to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED this 25 day of June, 1999.


THOMAS L. STEPHAN
Registered Agent

FILED
99 JUL -1 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA