

P99000095819

SANTA ROSA POWER EQUIPMENT, INC.
435 S. CO. RD. 393
Santa Rosa Beach, FL 32549
Walton County

400003027934--8
-10/28/99--01053--010
*****78.75 *****78.75

September 30, 1999

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

10-21-99

Re: Santa Rosa Power Equipment, Inc.

Gentlemen:

Enclosed in duplicate please find "Articles of Incorporation" for Santa Rosa Power Equipment Inc. We request the effective date be October 21, 1999. Also enclosed is a check for \$78.75 for filing fee and certificate of status.

Please mail certification to letterhead address. If you need additional information, kindly contact me at (850) 267-5694.

Sincerely,

Darlene Burke
Darlene Burke
Controller

Enclosures

Darlene Burke GAVE
AUTHORIZATION BY PHONE TO
CORRECT EST. DATE
DATE 11-1-99
DOC. EXAM CB 8.50

CB
10-1-99
4

**ARTICLES OF INCORPORATION
OF
Santa Rosa Power Equipment, Inc.**

EFFECTIVE DATE

10-27-99

The undersigned incorporator, Michael Duchemin, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is Santa Rosa Power Equipment, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The address of the principal office of the corporation is 435 S. Co. Rd. 393, Santa Rosa Beach, FL 32459.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 1830 Sunrise Drive, Navarre, FL 32566, and the name of the initial registered agent of this corporation at that address is Richard T. Armstrong.

ARTICLE V - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her 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 VIII - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The names of the initial directors of this Corporation are

Michael Byrne
2 Hunter Lane
Hamilton, MA 01982.

Michael Duchemin
5065 Beachwalk
Destin, FL 32451

ARTICLE IX - INCORPORATOR

The name of the person signing these articles is Michael Duchemin and his address is 5065 Beachwalk, Destin, FL 32541.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal the By-laws of the Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

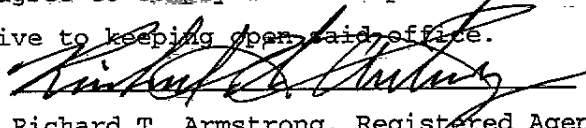
The date of commencement of this corporation's existence shall be
OCTOBER 21, 1999.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto,
and any right conferred upon the shareholders is subject to this reservation.

Acknowledgment of Resident Agent:

Having been named to accept service of process of the Corporation stated
above, at the place designated in the Articles of Incorporation. I hereby
accept to act in this capacity and agree to comply with the provisions of
Chapter 48, Florida Statutes, relative to keeping open said office.



Richard T. Armstrong, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation on this 1 day of September, 1993.


Michael Duchemin

STATE OF FLORIDA)
COUNTY OF WALTON)

The foregoing instrument was acknowledged before me this 1 day of
September, 1999, by Michael Duchemin, Incorporator, of Santa Rosa Power
Equipment, Inc., a Florida corporation, on behalf of the corporation. He is
personally known to me or has produced Florida Driver's License Number
_____ as identification.


Notary Public

Commission Number CC 782267

Darlene Burke
Name of Notary typed, printed or
stamped

