



Department of State.

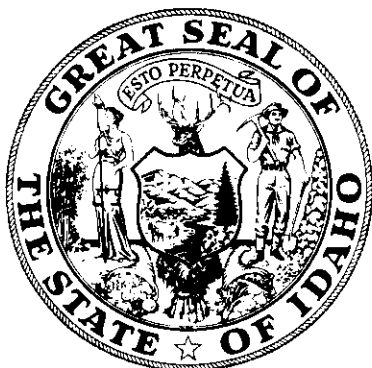
**CERTIFICATE OF AUTHORITY
OF**

MACHINERY WHOLESALERS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **MACHINERY WHOLESALERS CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **MACHINERY WHOLESALERS CORPORATION** to transact business in this State under the name **MACHINERY WHOLESALERS CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 7**, 19 **80**.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APR 7 1 43 PM '80
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho,
Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MACHINERY WHOLESALERS CORPORATION
2. *The name which it shall use in Idaho is MACHINERY WHOLESALERS CORPORATION
3. It is incorporated under the laws of FLORIDA
4. The date of its incorporation is 11/7/78 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 3510 BISCAYNE BLVD. MIAMI, FLORIDA 33137
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, Boise, Idaho 83702 and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
MACHINERY BROKERAGE HOUSE THROUGH FRANCHISING
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
MARK FIELDS	- PRES. SEC'Y, & TREAS.	10245 COLLINS AVE., M. B. , FLA. 33154
CORNELIUS J. McDERMOTT	- VICE. PRES.	14210 ALAMANDA AVE., M. LAKES, FLA. 33016
EILEEN BINSTOCK	- ASS'T SEC'Y & CONTROLLER	601 N.E. 39th ST. MIAMI, FLA. 33137

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50 1,000</u>	<u>COMMON</u>	<u>\$ 1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50	COMMON	\$ 1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated MARCH 7, 19 80

MACHINERY WHOLESALERS CORPORATION

By [Signature]

Its President

and [Signature]

Its Assistant Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

I, JOSEPH RUONICK, a notary public, do hereby certify that on

this 7th day of MARCH, 19 80, personally appeared before

me MARK FIELDS
EILEEN BINSTOCK, who being by me first duly sworn, declared that ~~he~~ THEY
MARK FIELDS - PRESIDENT
ARE in the EILEEN BINSTOCK-SECRETARY of MACHINERY WHOLESALERS CORPORATION


THEY
that ~~he~~ signed the foregoing document as PRESIDENT
SECRETARY of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

NOTARY PUBLIC STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES AUGUST 21, 1981
BONDED THRU MAYNARD BONDING AGENCY

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Florida



Department of State

I certify from the records of this office that MACHINERY WHOLESALERS CORPORATION, is a corporation organized under the laws of the State of Florida.

The charter number for this corporation is 595146.

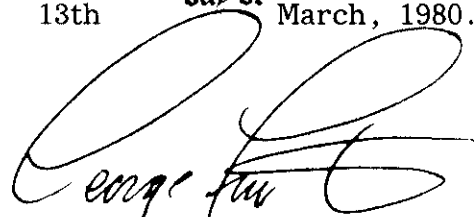
I further certify that said corporation has filed all annual reports and paid all annual report filing fees due this office through December 31, 1979, and its status is active.



CER 101 Rev. 5-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the

13th day of March, 1980.



George Firestone
Secretary of State

State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation, along with all related papers filed thereto of MACHINERY WHOLESALERS CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

Given under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
29th day of January, 1979.



LeRoy Fu
Secretary of State



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

JESSE J. MC CARY, JR.
SECRETARY OF STATE

V. R. RITTER, Director
Division of Corporations
904/488-9020

ACTING SECRETARY OF STATE

Carol Goliger
30th Floor First Federal Building
One Southeast Third Avenue
Miami, Florida 33131

November 9, 1978

SUBJECT: MACHINERY WHOLESALERS CORPORATION

DOCUMENT NUMBER: 595146

This will acknowledge receipt of the following:

1. ~~XX~~ Check(s) totalling \$ 63.00
2. ~~XX~~ Articles of Incorporation filed 11/8/78
3. _____ Amendments to Articles of Incorporation filed
4. _____ Articles of Merger or Consolidation filed
5. _____ Certificate of Withdrawal filed
6. _____ Limited Partnership filed
7. _____ Limited Partnership Annual Report filed
8. _____ Trademark Application filed
9. _____ Application for qualification filed _____. It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
10. _____ Reinstatement filed
11. _____ Articles of Dissolution filed
12. ~~XX~~ OTHER: EFFECTIVE DATE 11/7/78

ENCLOSED:

1. ~~XX~~ Certified Copy(ies).
2. _____ Certificate(a) Under Seal.
3. _____ Photocopy(ies).
4. _____ OTHER:

Corp. 100
1/1/77

11/1/78

11-1291

ARTICLES OF INCORPORATION
OF
MACHINERY WHOLESALERS CORPORATION

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:
MACHINERY WHOLESALERS CORPORATION

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity
or business permitted under the laws of the United States
and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a
maximum of One Thousand (1,000) Shares of stock. The shares
of stock authorized shall be common stock having a par value
of One (1) Dollar per share. The consideration to be paid for
each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and
Registered Office in the State of Florida shall be:

Mark Fields
7878 N.W. 103rd Street
Hialeah Gardens, Florida 33016

LAW OFFICES
SPARDEN, ZEMEL
ROCKIN, HEILBRONNER
KARP & ROSEN
PROFESSIONAL ASSOCIATION
SIXTH FLOOR
FIRST FEDERAL BUILDING
ONE EIGHT SEVENTY TWO AVE.
MIAMI, FLORIDA 33136

1-13-71

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Mark Fields	7878 N.W. 103rd Street Hialeah Gardens, Florida 33016

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
Mark Fields	7878 N.W. 103rd Street Hialeah Gardens, Florida 33016

ARTICLE VIII.

COMMENCEMENT DATE

Corporate existence will commence on November 7, 1978.


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of

LAW OFFICES
SPANDER, ZEMEL,
POSKIN, HEILBRONNER,
KARP & ROSEN
PROFESSIONAL ASSOCIATION
SOUTH FLOOR
FIRST FEDERAL BUILDING
400 SOUTH EAST THIRD AVE.
MIAMI, FLORIDA 33138

11-13-78

Florida, does make and file these Articles of Incorporation,

hereby declaring and certifying that the facts stated are true.

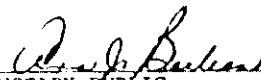

MARK FIELDS

(G&H)

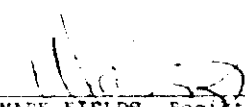
STATE OF FLORIDA)
COUNTY OF DADE) SS.:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MARK FIELDS, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 1st day of October, 1978.



NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


MARK FIELDS, Registered Agent

The undersigned, being the owner of the Service Mark "Machinery Wholesalers", consents to the filing of the herein Articles of Incorporation.

MIAMI INTERNATIONAL MACHINERY
CORPORATION

By 
Mark Fields, President

LAW OFFICES
SPARBER, JEMEL
ROSKIN, HEILBRONNER,
KARP & ROSEN
PROFESSIONAL ASSOCIATION
81TH FLOOR
FIRST FEDERAL BUILDING
ONE EIGHT EAST FIRST AVE
MIAMI, FLORIDA 33131