

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

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A Partnership of Professional Associations

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P.O. BOX 13146

NORTH PALM BEACH, FLORIDA 33408-7146

TELEPHONE: (561) 844-3600

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OF COUNSEL:

RICHARD S. RACHLIN, PA.
RICHARD S. RACHLIN*
LAURA E. ARNOFF

* Board Certified
Civil Trial Attorney

August 4, 1999

VIA FEDERAL EXPRESS

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002951078--3

-08/05/99-01035-017

*****70.00 *****70.00

ATTN: New Filings Section

RE: The Resource Depot, Inc.

Dear Clerk:

Enclosed you will find an original and one copy of Articles of Incorporation for the above-referenced not-for-profit corporation, this firm's check in the sum of \$70.00 to cover the filing fee, and registered agent designation. I would also greatly appreciate your date stamping a copy of the Articles and returning it to me in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely yours,

D. Jean Rich

D. Jean Rich
Legal Assistant to
Bernard A. Conko

/djrr

Enclosures as stated above

99 AUG -5 PM 5:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

1099-18044
3 Per

099A-41709

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* Of Counsel

** Board Certified Real Estate

*** Board Certified Business Litigation

August 12, 1999

Florida, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

ATTN: Ms. Loria Poole, New Filings Section

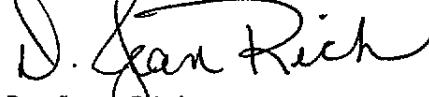
RE: The Resource Depot, Inc.

Dear Clerk:

Enclosed you will find an original and one copy of Articles of Incorporation for the above-referenced not-for-profit corporation, and your letter rejecting the original Articles filed. As soon as these Articles are filed I would also greatly appreciate your date stamping a copy of the Articles and returning it to me in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely yours,



D. Jean Rich
Legal Assistant to
Bernard A. Conko

/djr

Enclosures as stated above



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 11, 1999

COHEN NORRISSCHERER WEINBERGER & WOLMER
% D. JEAN RICH
P.O. BOX 13146
NORTH PALM BEACH, FL 33408-7146

SUBJECT: THE RESOURCE DEPOT, INC.
Ref. Number: W99000018644

We have received your document for THE RESOURCE DEPOT, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 899A00040668

ARTICLES OF INCORPORATION
FOR
THE RESOURCE DEPOT, INC.

FILED
99 AUG -5 PM 5:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is The Resource Depot, Inc. (hereafter referred to as the Corporation).

ARTICLE II
COMMENCEMENT and DURATION

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III
PURPOSE

The purpose of this Corporation is to operate exclusively for literary, educational, charitable and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, but without limitation, this Corporation has the purpose of providing supply centers and a program whereby industry's usable byproducts are collected and redistributed to schools, day care centers, and community organizations as inexpensive or free educational materials with the dual goal of saving both industry and the environment the expense and problem of disposal as well as a cost saving or reduction in cost to the public/private schools and community.

This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes.

ARTICLE IV
INITIAL OFFICES

The initial street and mailing address for the principal place of business of the Corporation is 7501 North Jog Road, West Palm Beach, Florida 33412.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent is Bernard A. Conko, and the address of the initial registered office where the registered agent is located is 712 U.S. Highway 1, Suite 400, North Palm Beach, Florida 33408.

ARTICLE VI
DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) Directors. The number of Directors shall be prescribed in the By-Laws and may be changed from time to time. The manner of electing or appointing Directors shall be provided for in the By-laws of the Corporation.

The names and addresses of the persons who shall serve as Directors until the organization meeting, or until successors have been elected and qualified, are as follows:

Bernard A. Conko	Kimberly Ray
712 U.S. Highway 1, Suite 400	15135 69th Drive North
North Palm Beach, FL 33408	Palm Beach Gardens, FL 33418

Doris Carroll
13132 48th Court North
Royal Palm Beach, FL 33411

ARTICLE VII
INCORPORATOR

The name and address of the incorporator shall be Bernard A. Conko, Esquire, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE VIII
MEMBERS

Membership in this Corporation shall be limited to those initial Charter Members set out in the By-Laws of the Corporation and any Additional Members added in accordance with the By-Laws.

The members of this Corporation shall have no right, title or interest whatsoever in its income, property, or assets nor shall any portion of such income, property or assets be distributed to any member on the winding up or dissolution of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to any assessments.

ARTICLE IX

LIMITATION OF POWERS

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall only be made by adoption at a meeting of the Board of Directors by a majority vote of those directors present at such meeting.

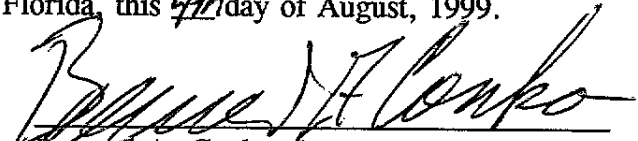
ARTICLE XII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation to an organization, or organizations, organized and operated exclusively for charitable, education, literary, religious or scientific purposes which are themselves an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law or to the federal

government or state or local government for an exclusive public purpose, as the Board of Directors shall determine.

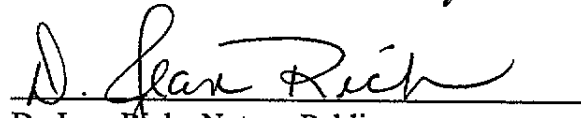
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in North Palm Beach, Florida, this 4th day of August, 1999.


Bernard A. Conko, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Bernard A. Conko to me known to be the person described in the foregoing Articles of Incorporation and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and that he did not take any oath.

WITNESS my hand and official seal in the County and State aforesaid this 4th day of August, 1999.


D. Jean Rich, Notary Public
State of Florida at Large
My Commission Expires:

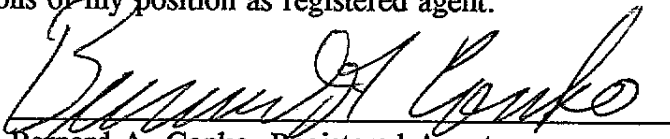
(NOTARIAL SEAL)

CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0505, Fla. Stat., the undersigned corporation organized under the laws of the State of Florida submits the following statement of Registered Agent/Registered Office in the State of Florida.

- (1) The name of the corporation is The Resource Depot, Inc.
- (2) The name and address of the registered agent and office is Bernard A. Conko, 712 U.S. Highway 1, Suite 400, North Palm Beach, Florida 33408.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accepted the obligations of my position as registered agent.


Bernard A. Conko, Registered Agent

Date: 8-4-99

FILED
99 AUG -5 PM 5:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA