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RICHARD M. BELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

P96000058787

July 10, 1996

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
CTG (USA) MFG. CORP.

600001895586
-07/16/96--01176--023
****122.50 ****122.50

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 PM 12:39

Dear Sir/madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/cg
Enclosures/chk.

7/15

ARTICLES OF INCORPORATION

OF

CTG (USA) MFG. CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

CTG (USA) MFG. CORP.
3075 WINDSOR PLACE
BOCA RATON, FLORIDA 33434

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To distribute hand tools, hardware and related items in the United States and abroad.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 PM 12:39

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 3075 Windsor Place, Boca Raton, Florida 33434 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Melvin Speizer, Director	3075 Windsor Place Boca Raton, Florida 33434
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ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Melvin Speizer, President	3075 Windsor Place
Secretary and Treasurer	Boca Raton, Florida 33434

ARTICLE VII

INCORPORATORS

The name and address of each Incorporator is as follows:

Melvin Speizer

3075 Windsor Place
Boca Raton, Florida 33434

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 16th day of July 1996.



Melvin Speizer

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, personally appeared Melvin Speizer to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of July, 1996.



NOTARY PUBLIC
State of Florida

My Commission expires:



ROBERT CLAIRE
My Commission CC267568
Expires Mar 27, 1997
Huckleberry Associates Inc
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **CTG (USA) MFG. CORP.** which is contained in the foregoing Articles of Incorporation.

DATED this 10th day of July, 1996.



Robert I. Claire
Registered Agent

FILED
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DIVISION OF CORPORATIONS
95 JUL 12 PM 12:39