

247273



ACCOUNT NO. : 072100000032
REFERENCE : 555711 7176956
AUTHORIZATION : *Patricia Piggitt*
COST LIMIT : \$ 43.75

FILED
00 JAN 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 18, 2000
ORDER TIME : 3:25 PM
ORDER NO. : 555711-005
CUSTOMER NO: 7176956

300003101973--7

CUSTOMER: Jennifer E. Steigman, Esq
Morris & Pratt
Suite 175
2500 North Military Trail
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: MASTER TOOL CO. INC.

EFFECTIVE DATE:

Amend + Restated
C. COULLETTE JAN 19 2000

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds
EXAMINER'S INITIALS: _____

RECEIVED
00 JAN 18 PM 4:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MASTER TOOL CO. INC.

FILED
00 JAN 18 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Amended Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **MASTER TOOL CO. INC.**, a Florida corporation.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 8th day of May, 1961.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue twenty-four (24) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and two hundred forty (240) shares of One Dollar (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

ARTICLE V
Principal Office; Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: 6115 N.W. 153rd Street, Miami Lakes, Florida 33014, and the name of the registered agent of this corporation at that address is: Paul J. Roos.

ARTICLE VI
Initial Board of Directors

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The name of the director is Paul J. Roos and his address is 6115 N.W. 153rd Street, Miami Lakes, Florida 33014.

2. The number of shares of the Corporation outstanding at the adoption was Eighteen (18), and the number of shares entitled to vote thereon was Eighteen (18).

3. The number of shares voted in favor of such Amendment was Eighteen (18), and the number of shares voted against such Amendment was none.

4. The holders of Common Shares shall exchange each share of such stock for one (1) share of Class A Voting Shares and ten (10) shares of Class B Nonvoting Shares.

5. These Amended and Restated Articles of Incorporation were adopted and approved on the 8th day of January, 2000.

6. These Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Department of State of Florida.

DATED this ___ day of 1/8, 2000.

MASTER TOOL CO., INC.,
a Florida corporation

By: Paul J. Roos
PAUL J. ROOS, President

ATTEST: Paul J. Roos
PAUL J. ROOS, Secretary

STATE OF FLORIDA)
COUNTY OF Miami-Dade) SS:

The foregoing instrument was acknowledged before me this 10 day of January, 2000, by **PAUL J. ROOS**, as President of **MASTER TOOL CO., INC.**, a Florida corporation, by and on behalf of the Corporation. He is personally known to me or has produced as identification.

Phillip Gray
Notary Public, State of Florida

My Commission Expires:

Type/Print or Stamp Name of Notary Public



MY COMMISSION # CC883465 EXPIRES
FEBRUARY 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC