

N97000007064



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO.: 072100000032

REFERENCE : 642552 80457A

AUTHORIZATION

Patricia Pigott

COST LIMIT : \$ 70.00

97 DEC 19 PM 12:43

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 19, 1997

ORDER TIME : 9:03 AM

ORDER NO. : 642552-005

CUSTOMER NO: 80457A

800002377358--5

CUSTOMER: Harold C. Hubka, Esq
BLACK CROTTY SIMS HUBKA
BURNETT BIRCH & SAMUELS
501 North Grandview Avenue

Daytona Beach, FL 32118

DOMESTIC FILING

NAME: SAFETY MARKETING GROUP OF
CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
SAFETY MARKETING GROUP OF CENTRAL FLORIDA, INC.

The undersigned incorporators pursuant to Chapter 617, Laws of Florida, do hereby execute and file Articles of Incorporation of the Safety Marketing Group Of Central Florida, Inc. for the purpose of organizing a Florida not-for-profit corporation.

ARTICLE I

NAME

The name of the corporation shall be:

SAFETY MARKETING GROUP OF CENTRAL FLORIDA, INC.

(hereinafter the "Corporation").

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND POWERS

(1) **Purpose.** The purpose of this Corporation shall be:

(a) To establish a national affiliation of privately owned safety equipment distribution companies;

(b) To provide Members of the Corporation with those types of programs and services that will assist such Members in improving their profitability and market share growth;

(c) To provide preferred sources of supply with programs and activities that will increase the sale of their products to Members;

(d) To fulfill any other purposes permitted by §617, Fla. Stat. as determined by the Directors of the Corporation.

(2) **Powers.** This Corporation shall, except as otherwise expressly stated in this Article III, have all the powers enumerated in the Florida Not-For-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including but not limited to the power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not-for-profit";

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, sell convey, mortgage, pledge, create a security interest in, lease, exchange, trade, dispose of and otherwise deal in and with its property and assets or any interest therein, wherever situated;

(c) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(d) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose;

(e) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For Profit Corporation Act or by other applicable law within or without the State of Florida;

(f) To have and exercise all powers necessary or convenient to carry out and effect the Corporation's stated purpose.

ARTICLE IV

MEMBERSHIP

(a) The initial Member shall be Safety & Supply Company, 5510 East Marginal Way S., Seattle, Washington 98134;

(b) New Members of the Corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation;

(c) Membership in the Corporation is not transferable.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 730 Atlantic Avenue Ormond Beach, Florida 32176, and the registered agent of the Corporation at that

address shall be Richard P. Harper. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall initially have five (5) Directors. The number of Directors may be either increased or diminished from time to time as provided in the Bylaws.

The name and street addresses of the initial Directors are:

Jon Cal Murray
5510 E. Marginal Way, S.
Seattle, Washington 98134

Rob Mulhall
901 Meredith Way
Sparks, Nevada 89431

Robert Gladwish, Sr.
1166 Michener Road
Sarnia, Ontario N7S 4B1

Robert Kingman
Safety Source Northeast
29 Gillespie Road
Charlton, Massachusetts 01566-0532

John Svec
939 East 62nd Avenue
Denver, Colorado 80216

The manner in which Directors are elected or appointed is as stated in the By-Laws.

Directors may be removed in accordance with the procedures in the By-Laws.

ARTICLE VII

INCORPORATORS

The name and street address of the person signing these Articles as Incorporators is:

Richard P. Harper
730 South Atlantic Avenue
Ormond Beach, Florida 32176

ARTICLE VIII

DISTRIBUTION OF INCOME

The Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Directors or Officers. This limitation shall not be construed to prevent the Corporation from paying reasonable compensation or reimbursement to its Members, Directors or Officers for supplies furnished to, expenses incurred for, or services rendered to the Corporation.

ARTICLE IX

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be as provided in the Bylaws.

ARTICLE X

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall, in accordance with the Bylaws, indemnify and hold harmless all its Directors, Officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said Directors, Officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI

AMENDMENTS

The Members reserve the right to, by majority vote of all Members, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Directors is subject to this reservation.

ARTICLE XII

DISSOLUTION

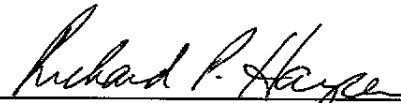
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the stated purpose of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. None of the assets of the Corporation shall be distributed to Members, Directors or Officers of the Corporation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted solely for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes, executes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto set his hand and seal this 17th day of December 1997.



RICHARD P. HARPER

ACKNOWLEDGMENTS

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above personally appeared Richard P. Harper, who produced his driver's license as identification and who in my presence executed these Articles of Incorporation.

Witness my hand and official seal in the county and state last aforesaid this 17th day of December, 1997.


D. JEAN RICH, Notary Public
State of Florida At Large
My Commission Expires:

(NOTARIAL SEAL)



D. Jean Rich
MY COMMISSION # CC692698 EXPIRES
October 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

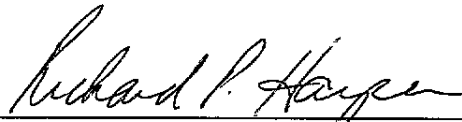
In compliance with §48.091, Florida Statutes, the following is submitted:

Safety Marketing Group Of Central Florida, Inc. desiring to organize as a not-for-profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 730 Atlantic Avenue, Ormond Beach, Florida 32716, hereby designates Richard P. Harper as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been designated as Registered Agent to accept service of process for the above-named not-for-profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 17th day of December, 1997.



Richard P. Harper, Registered Agent

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