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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2-9-00

I have enclosed my check to cover incorporating fees. Please send me a certified copy of the articles along with the charter. My address is as follows:

Donald W. Hursey
P.O. Box 757
Plant City, Fla. 33564-0757

If there are any questions please call me at (813) 719-7947.

Thank You,

Donald W. Hursey

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D. BROWN FEB 10 2000

ARTICLES OF INCORPORATION
OF

RHODES TOOL SALES, INC.

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THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be: Rhodes Tool Sales, Inc.

ARTICLE II

General Nature of Business

The general nature of business to be transacted by this Corporation shall be:

- (1) To engage generally in the business of marketing of small tools.
- (2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, import, lease, possess, maintain, handle on consignment, own, hold for investment of otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges granted or conferred by any government or subdivision or

agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all the rights, powers, privileges, and immunities of individual owners and holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this ration may deem proper or convenient in connection with any of the foregoing purposes otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any times be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of other powers on this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision or any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

Capital Stock

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of common stock with a value of one dollar per share.

ARTICLE IV

Initial Capital

The amount of capital with which the Corporation will begin business is Five Hundred dollars.

ARTICLE V

Term of Existence

This organization is to exist perpetually.

ARTICLE VI

Registered Office

The initial registered office address of the Corporation in the State of Florida is

9618 Carr Road
Riverview, Florida 33569

ARTICLE VII

Directors

The number of directors of this Corporation shall be two initially. The number of directors may be increased or decreased from time to time but shall never be less than one or more than fifteen. The names and street addresses of the initial members of the First Board of Directors, who shall hold office for the first year of the Corporation or until their successors are elected or appointed and have qualified are:

Michael Shane Rhodes
9618 Carr Road
Riverview, Florida 33569

Stacey A. Rhodes
9618 Carr Road
Riverview, Florida 33569

ARTICLE VIII

Subscribers

The names and street addresses of the Subscribers are:

Michael Shane Rhodes
9618 Carr Road
Riverview, Florida 33569

Stacey A. Rhodes
9618 Carr Road
Riverview, Florida 33569

ARTICLE IX

Officers

The officers of this Corporation shall be a President, Vice President, Treasurer and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE X

Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by a vote of its Board of Directors in the manner prescribed by law.

ARTICLE XI

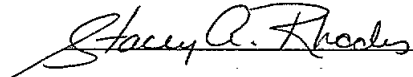
Commencement of Business:

Books and Records

This Corporation shall commence business on February 9, 2000 and the books and records of the Corporation shall be kept on a calendar year end basis.

In witness whereof, I, the undersigned subscriber and incorporator have hereunto set my hand and seal this 7th day of February, 2000 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts contained herein are true.

 (Seal)

 (Seal)

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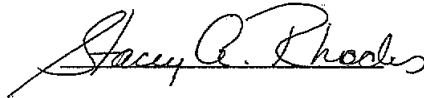
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First- - that Rhodes Tool Sales, Inc., desiring to organize under the laws of the
State of Florida with its principle office, as indicated in the Articles of Incorporation at
9618 Carr Road, Riverview, Florida, 33569, county of Hillsborough, has named Stacey
A. Rhodes as its agent to accept service of process within this State.

Acknowledgment:

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping open said office.



Registered Agent