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Douglas N. Menchise, Esquire

ATTORNEY AND COUNSELLOR AT LAW
A FLORIDA PROFESSIONAL ASSOCIATION

300 TURNER STREET
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February 1, 2000

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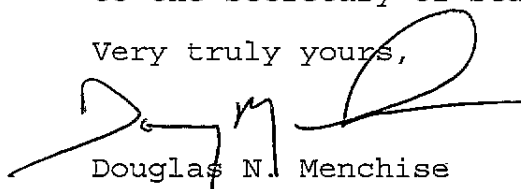
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Shade Tree Tool Corporation

Dear Sir:

Enclosed please find the Articles of Incorporation of Shade Tree Tool Corporation along with a check in the amount of \$70.00 payable to the Secretary of State representing the filing fee.

Very truly yours,



Douglas N. Menchise

DNM:sls
Enc.

FILED
00 FEB -7 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROWN FEB 1 0 2000

ARTICLES OF INCORPORATION

OF

SHADE TREE TOOL CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Principal Office Address

The Name of this corporation is SHADE TREE TOOL CORPORATION and the principal office address is 11821 31st Court North, St. Petersburg, FL 33716.

ARTICLE II

Duration

The term for which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to engage in the manufacture of machine parts

ARTICLE IV

Capitol Stock

This corporation is authorized to issue 100 shares of One and No/100 Dollars (\$1.00) par value common stock.

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 11821 31st Court North, St. Petersburg, FL 33716 and the name of the initial Registered Agent at that address is Sharon Arrighi.

ARTICLE VI

Initial Board of Directors

This corporation shall have one Directors(s) initially. The number of Directors may either be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Director(s) of this corporation are:

Victor Arrighi
11821 31st Court North
St. Petersburg, FL 33716

Sharon Arrighi
11821 31st Court North
St. Petersburg, FL 33716

ARTICLE VII

Incorporator

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

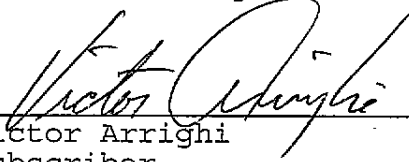
Victor Arrighi
11821 31st Court North
St. Petersburg, FL 33716

ARTICLE VIII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 27th day of January, 2000.



Victor Arrighi
Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Victor Arrighi, known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

official seal, in the County and State aforesaid, this 27th day of
January, 2000.

Sandra L. Servidio

NOTARY PUBLIC

MY COMMISSION EXPIRES:

These Articles of Incorporation
prepared by:
DOUGLAS N. MENCHISE
300 Turner Street
Clearwater, FL 33756

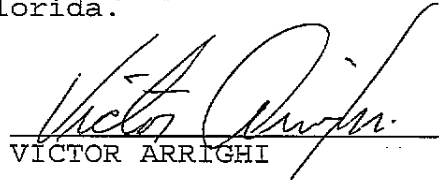


Sandra L. Servidio
My Commission CC627897
Expires April 15, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034, Florida Statutes, the following is submitted:

That SHADE TREE TOOL CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11821 31st Court North, St. Petersburg, FL 33716 has named Sharon Arrighi located at 11821 31st Court North, St. Petersburg, State of Florida, as its Agent to accept Service of Process within the State of Florida.


VICTOR ARRIGHI

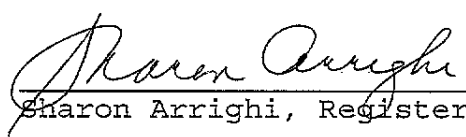
President

TITLE

January 27, 2000

DATE

Having been named to accept Service of Process for the above-stated 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 relative to the proper and complete performance of my duties.


Sharon Arrighi, Registered Agent

January 27, 2000.

DATE

FILED
00 FEB -7 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA