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ACCOUNT NO. : 072100000032

REFERENCE : 948964 81282A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 948964-005

CUSTOMER NO: 81282A

CUSTOMER: Ms. Mary Lou Freeman-finch
Robert A. Dickinson, PA

460 South Indiana Avenue

Englewood, FL 34223

DOMESTIC FILING

NAME: CULOU FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

FILED
00 DEC 29 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
00 DEC 29 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g/12/00

**ARTICLES OF INCORPORATION
OF
CULOU FLORIDA, INC.**

FILED
00 DEC 29 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation is CULOU FLORIDA, INC.

ARTICLE II. TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III. COMMENCEMENT OF BUSINESS

The date and time of the commencement of corporate existence will be upon filing of the Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV. NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. The Manufacture and sale, at wholesale or retail, of I.C.P. Standards, and related or associated products or materials.
2. To engage in the purchasing, selling, distributing, or leasing, as principal or agent, all kinds of heavy machinery, equipment and other mechanical equipment and devices as well as accessories and attachments therefor.
3. To process, fabricate, manufacture, install, store, handle, transport or otherwise work in or with building materials of plaster, tile, brick, concrete, stone, pottery, gravel and any and every other material, appurtenance or process useful in, necessary for,

or convenient in building, constructing, engineering and maintenance.

4. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

5. To conduct business in, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida and in other States and countries.

6. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

7. To purchase the corporate assets of any other corporation and to engage in same, or other character of business.

8. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be

authorized to issue is twenty thousand (20,000) shares. Such shares shall be of a single class of common stock and shall have no nominal or par value.

ARTICLE VI. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, for equivalent value, a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warranty or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy five (75) persons. Stock will be issued and transferred only to a natural person, or two (2) estates. In addition, no stock shall be

issued or transferred to a non-resident alien.

ARTICLE VIII. CAPITALIZATION

The amount of capital with which the corporation will begin to practice and engage in business shall not be less than \$500.00.

ARTICLE IX. STOCKHOLDER'S RIGHTS - DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued, which amount shall not be less than the stated par value per share.

ARTICLE X. STOCKHOLDERS' RIGHTS - RESERVATION OF POWER TO ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter, amend, and repeal the By-laws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE XI. DIRECTORS

The corporation shall be governed by Florida Statutes, Chapter 607 entitled "Florida General Corporation Act". The business of the corporation shall be managed by a board of directors consisting of one (1) director initially, and by not more than five (5). The name and address of the person who shall service as the member of the initial board of directors are:

NAME

ADDRESS

Louise A. Willis

6079 Gillot Blvd.
Port Charlotte, FL 33981

ARTICLE XII. REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XIII. PRINCIPAL ADDRESS

The initial street address of the corporation's principal office is 2701 Ivy Lane, Suite A, Englewood, FL 34224

ARTICLE XIV. REGISTERED AGENT

The name and address of the initial registered agent is:

NAME

ADDRESS

Robert A. Dickinson

460 S. Indiana Avenue
Englewood, Florida 34223

ARTICLE XV. INCORPORATORS

The name and address of each person signing these Articles of Incorporation as Incorporator and Subscriber thereto are:

NAME

ADDRESS

Louise A. Willis

6079 Gillot Blvd.
Port Charlotte, FL 33981

ARTICLE XVI. INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he reasonably believed was unlawful. However, with respect to an action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard

of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the officer, employee, or agent and repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any officer, employee, or agent who has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be an officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct under any resolution or agreement duly adopted by a majority of disinterested stockholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and,

in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XVII. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE XVIII. ALIENATION OF SHARES - RESTRICTIONS

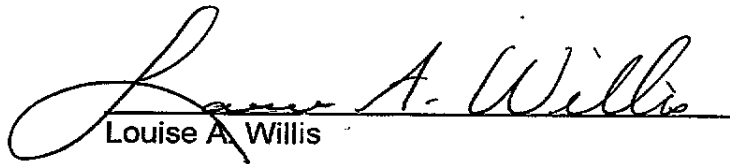
A. No shareholder of this corporation may sell or transfer his share of stock in this corporation except to another individual who is eligible to be a shareholder of such corporation.

B. No shareholder shall transfer or encumber his shares of capital stock of the corporation to any person, firm or corporation without the consent of the other shareholders unless shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to the corporation and remaining shareholders in the manner prescribed in the Bylaws of this corporation.

ARTICLE XIX. DISSOLUTION

The corporation may dissolved at any time by: (1) unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

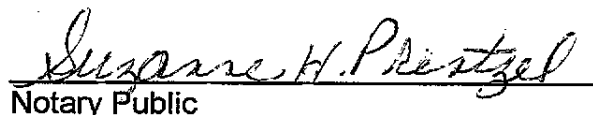
IN WITNESS WHEREOF, I, the undersigned Incorporator and Subscriber of this corporation have executed these Articles of Incorporation at Englewood, Sarasota County, Florida on the 14th day of December 2000.


Louise A. Willis

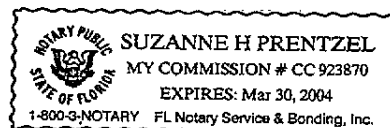
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, Louise A. Willis, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced _____ as identification.

14th WITNESS my hand and official seal in the county and state named above this day of December, 2000.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT CULOU FLORIDA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT A. DICKINSON, LOCATED AT 460 SOUTH INDIANA AVENUE, ENGLEWOOD, SARASOTA COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

CULOU FLORIDA, INC.

By: Louise A. Willis
Louise A. Willis

Date: 12-14-00

00 DEC 29 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

Robert A. Dickinson
Robert A. Dickinson

Date: December 14th, 2000