



RANDALL G. BLANKENSHIP, P.A.

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April 18, 2001

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*****78.75 *****78.75

Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Landor Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation together a check in the amount of Seventy Eight Dollars and 75/100 (\$78.75) in the above referenced cause.

Thank you for your attention in this matter.

Sincerely,

RANDALL G. BLANKENSHIP, P.A.
170 E. Central Ave
Winter Haven, FL 33880

By:

RANDALL G. BLANKENSHIP

RGB/zev
Enclosures

SIGNED IN MY ABSENCE
TO AVOID DELAY

T. Burch APR 23 2001

**ARTICLES OF INCORPORATION
OF
LANDOR, INCORPORATED**

FILED
01 APR 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, each competent to contract, hereby associate themselves together to form a corporation for profit under the Law of the State of Florida.

ARTICLE I

The name of this corporation shall be **LANDOR, INCORPORATED**

ARTICLE II

The general nature of this business to be transacted, which the corporation is empowered to transact, as authorized by the Laws of the State of Florida, shall be as follows:

SECTION 1: To engage in the buying, selling, leasing, and distribution of tools, tool supplies and associated items, both on a wholesale and retail basis to businesses, organizations, and individuals, and to engage in all other matters and transactions relating to the tool supply industry and business, and all things incidental thereto.

SECTION 2: To buy, own, hold, rent purchase or otherwise lawfully acquire, and to sell, mortgage, pledge, hypothecate, lease, (as Lessee or Lessor), or in any manner whatsoever dispose of, and to invest, trade or deal in, personal property and real property of every kind and description and all interests therein.

SECTION 3: To acquire, hold, lease (as Lessee or Lessor), manage, operate, develop, control, build, erect, maintain, either direct or through ownership of stock in any corporation, any lands, buildings houses, offices, business blocks, stores, warehouses, mills, shops, plants, factories, lofts, dehydrators, dryers, or other structures, machinery rights, easements, permits

privileges, franchises, licenses, and all appurtenances thereto of every kind and description, and all other things which may at any time be necessary or convenient for the purposes of the corporation, and to sell, dispose of, lease, convey, mortgage or otherwise encumber said property or any part thereof.

SECTION 4: To purchase, apply for, hold, assign, lease, (as Lessee or Lessor), or otherwise acquire, and to sell, transfer, pledge or otherwise dispose of, mortgage or otherwise encumber, franchises, easements, rights, privileges, formulas, licenses, trademarks, trade names, patents, patent rights, copyrights, inventions, improvements and process, and pending applications therefore, such as may relate to and be used or useful in connection with any business conducted by the corporation.

SECTION 5: To borrow money and to issue bonds, debentures, trade acceptances, notes, or other evidence of indebtedness or obligations, from time to time, for any lawful corporate purpose, and to secure same by mortgage, pledge, warehouse receipts, deeds of trust, or otherwise to charge any and all of the properties, rights, privileges and franchises, to secure the payment thereof; to enter into, make, perform or carry out contracts of every kind and description of any lawful purpose without limit as to amount, with any person, firm, association or corporation; to make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable and transferable instruments.

SECTION 6: To advance money and to give credit or lend the credit of this corporation to any person or persons, firm or firms, association or associations, corporation or corporations, and to acquire by purchase, subscription or otherwise, and hold, sell, assign, transfer, exchange, pledge or otherwise dispose of any shares of capital stock or bonds or other securities or evidence of indebtedness issued by this corporation, or by any corporation, firm or association

organized under the Laws of the State of Florida, or any other state, territory, district, or of any foreign country.

SECTION 7: To acquire the good will, assets, rights and property, and to assume the whole or any part of the liabilities, of any person, firm association or corporation or otherwise.

SECTION 8: To engage generally in any business which the stockholders may deem proper in furtherance of any of the objects herein able mentioned, to all intents and purposes and to the same extent and in the same manner and to the same effect as in the case of an individual.

SECTION 9: To do each and every act necessary or proper for the accomplishment of any of the above or hereinafter mentioned or enumerated purposes of this corporation, as fully as a natural person might or could do as a principal or agent, by contract or otherwise, both within and without the State of Florida.

SECTION 10: To establish, maintain and conduct branch offices and agencies wherever necessary or convenient all over the world for the purpose of transacting the business of this corporation; to employ, hire, contract with and engage any and all persons to assist in the operation and maintenance of said corporation and its properties; to act as agent for any person, partnership, firm, association or corporation, for transacting any business authorized by this Article, for or incidental to the purposes set forth in the foregoing subdivision of this Article.

SECTION 11: This corporation from time to time may do any one or more of the acts and things, or carry out any one or more of the purposes herein set forth, and may transact business in the State of Florida, in other States, in the District of Columbia, in the districts, dependencies and colonies of the United State of America, and in foreign countries.

SECTION 12: The foregoing shall not be held to limit or restrict the powers of the corporation, but shall be regarded as independent and separate.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 100 Shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal offices of this corporation is the State of Florida is: 115 Morning Glory Circle, Winter Haven, Florida 33884

ARTICLE VII

The name and street address of the subscriber of the Articles of Incorporation, the numbers of shares of stock they agree to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
DOROTHY M. CARROTHERS	115 Morning Glory Cir Winter Haven, FL 33884	100%

ARTICLE VIII

The name and address of the officer of the corporation to hold until new officers shall be elected by the stockholder is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DOROTHY M. CARROTHERS	115 Morning Glory Cir Winter Haven, FL 33884	PRESIDENT/ VICE- RESIDENT/

LANCE CARROTHERS

115 Morning Glory Cir
Winter Haven, FL 33884

SECRETARY/TREASURER

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, in accordance with the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and address of the first members of the Board of Directors are:

DOROTHY M. CARROTHERS

115 Morning Glory Cir
Winter Haven, FL 33884

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

The registered Agent of this Corporation is Randall G. Blankenship, and the Registered Office is 170 East Central Avenue, Winter Haven, Florida 33880.

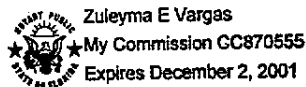
IN WITNESS WHEREOF, the subscribers have signed these Articles of Incorporation in their names and affixed their seal thereto.


DOROTHY M. CARROTHERS

STATE OF FLORIDA)
COUNTY OF POLK)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared DOROTHY M. CARROTHERS, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

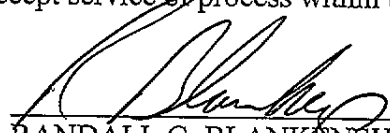
WITNESS my hand and official seal in the county and state named above this 27th day of March 2001.





NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
My Commission Expires:

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

FIRST – That LANDOR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Winter Haven, County of Polk, State of Florida, has named Randall G. Blankenship, 170 East Central Avenue, Winter Haven, Florida, as its Registered Agent to accept service of process within this State.


RANDALL G. BLANKENSHIP

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


RANDALL G. BLANKENSHIP