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LAW OFFICES OF  
POSESS & WALSER, P.A.

7015 BERACASA WAY, SUITE 201  
(CORNER OF PALMETTO PARK & POWERLINE RDS.)  
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TAX & ESTATE PLANNING DEPARTMENT  
THOMAS C. WALSER, LL.M.-ESTATE PLANNING  
CARYN J. CLAYMAN, LL.M.-TAXATION

REAL ESTATE DEPARTMENT  
CHARLES F. POSESS  
DOUGLAS R. NEU  
MONA S. WEISS  
GISELE E. ASMAR

June 8, 2001

Secretary of State of Florida  
Corporation Division  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

100004397871--6  
-06/11/01--01121--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: TOOLRAMA, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

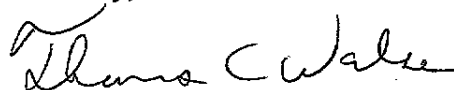
Also enclosed is a check for \$78.75 covering the filing fees and costs as follows:

Filing Certificate of Incorporation .....	\$35.00
One (1) Certified Copy .....	8.75
Designation of Registered Agent .....	<u>35.00</u>
Total .....	<u>\$78.75</u>

FILED  
01 JUN 11 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,



Thomas C. Walser

TCW:jl

cc: Ivan Kotzig  
(inform\2977-004ss.ltr)

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
TOOLRAMA, INC.

**FILED**  
01 JUN 11 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **TOOLRAMA, INC.**. The principal office and mailing address is 3500 NW Boca Raton Blvd. Suite 501, Boca Raton, FL 33431.

**ARTICLE II**

This corporation is to exist perpetually.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at 1.00 par value.

**ARTICLE V**

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

**ARTICLE VI**

Provisions for the regulation of the internal affairs of the corporation are: None.

**ARTICLE VII**

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq..

**ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:


<b><u>NAME</u></b>	<b><u>ADDRESS(ES)</u></b>
Ivan Kotzig	3500 NW Boca Raton Blvd. Suite 501 Boca Raton, FL 33431
Tawfik Zakak	3500 NW Boca Raton Blvd. Suite 501 Boca Raton, FL 33431
Antonio Kotlar	3500 NW Boca Raton Blvd. Suite 501 Boca Raton, FL 33431

**ARTICLE IX**

The name and address of each incorporator is/are:

<b><u>NAME(S)</u></b>	<b><u>ADDRESS(ES)</u></b>
Thomas C. Walser, Esq.	7015 Beracasa Way, Suite 201 Boca Raton, FL 33433

DATED this 8<sup>th</sup> day of June, 2001.

  
Thomas C. Walser, Esq., Incorporator

STATE OF FLORIDA                    )  
  )ss:  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me, this 8<sup>th</sup> day of June,  
2001, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a \_\_\_\_\_  
\_\_\_\_\_ as identification.

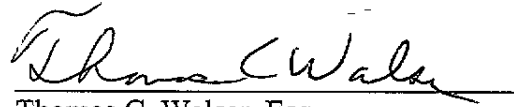
My Commission Expires:

CAROL L. GRAF  
Notary Public, State of Florida  
My comm. exp. Sept. 23, 2003  
Comm. No. CC873848

Carol L. Graf  
Notary Public  
**CAROL L. GRAF**

**CONSENT OF REGISTERED AGENT**

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Thomas C. Walser, Esq.,  
Registered Agent

**FILED**  
01 JUN 11 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA