

Division of Corporations

PO1000061424

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

EFFECTIVE DATE
06-18-01

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet.
Type the fax audit number (shown below) on the top and bottom
of all pages of the document.

((H01000075079 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser
from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

FILED
01 JUN 20 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Tool Market Place, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03 (4)

McKnight JUN 20 2001

06/20/2001

ARTICLES OF INCORPORATION OF TOOL MARKET PLACE, INC

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
NAME AND ADDRESS

FILED
01 JUN 20 PM 1:24
EFFECTIVE DATE
06-18-01

Section 1.1. Name. The name of the corporation is Tool Market Place, Inc.

Section 1.2. Address of Principal Office. The address of the principal office of the corporation is 4905 Belfort Road, Suite 110, Jacksonville, FL 32256.

Article II
DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

Article III
PURPOSES

Section 3.1. Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article IV
CAPITAL

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

Article V
INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street North, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp.

Article VI
DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Alex Szlegr	4905 Belfort Road, Suite 110 Jacksonville, FL 32256

Article VII
BYLAWS

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII
INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Chanley T. Howell	200 Laura Street North Jacksonville, FL 32202

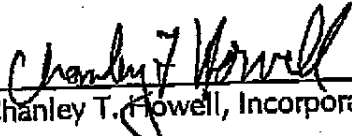
Article IX
INDEMNIFICATION

Section 9.1. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article X
AMENDMENT

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 18, 2001.



Chanley T. Howell, Incorporator

Fax Audit No. H01000075079

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L CORP, Registered Agent

By: Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

FILED
01 JUN 20 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H01000075079