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REFERENCE : 496136 81528A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

FILED
2001 NOV 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 29, 2001

ORDER TIME : 11:31 AM

ORDER NO. : 496136-005

CUSTOMER NO: 81528A

CUSTOMER: Mr. Doug Oswald
Kenneth F. Oswald, Esq

Suite 110
600 Courtland Street
Orlando, FL 32804

RECEIVED
01 NOV 29 PM 1:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIRST PLACE TOOLS, INC.

EFFECTIVE DATE:

700004698747--8

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: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JR 11/29/01

ARTICLES OF INCORPORATION
OF
FIRST PLACE TOOLS, INC.

FILED

2001 NOV 29 PM 2: 57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, being natural persons of legal age, do hereby desire to form a Corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be **FIRST PLACE TOOLS, INC.** The mailing and principal address of the Corporation is 600 East Colonial Drive, #100, Orlando, Florida 32803.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

To establish, maintain, conduct, and operate an automotive tool and equipment business and in conjunction therewith; to purchase, buy, sell, distribute and otherwise generally deal in the sale of automotive tools and equipment of every nature and kind, both at wholesale and retail and to do all things necessary or required in connection with the conduct of such business.

To sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or disposing of the same, involving real property of every kind and description; to rent or lease, office buildings, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever, and in connection therewith to enter into contracts with rental or leasing agents.

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 assets of any other corporation and engage in the same or other character of business. 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.

To engage in any activity or business permitted under laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock

of this Corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INITIAL DIRECTORS

This Corporation shall have not less than two (2) nor more than seven (7) Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

Peyton S. Fouts
600 East Colonial Drive, #100
Orlando, Florida 32803

D. Casey Fouts
600 East Colonial Drive, #100
Orlando, Florida 32803

ARTICLE VII

SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows: PEYTON S. FOUTS and D. CASEY FOUTS, 600 East Colonial Drive, #100, Orlando, Florida 32803

ARTICLE VIII

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the Corporation is: KENNETH F. OSWALD, 600 Courtland Street, Suite 110, Orlando, Florida 32804, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

ARTICLE IX

INDEMNIFICATION

Every director, officer, employee, or agent of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent

of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence to exist on the date of filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the Subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 28th day of November, 2001.



PEYTON S. FOUTS

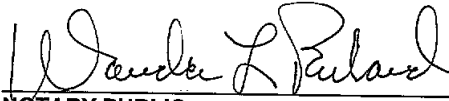


D. CASEY FOUTS

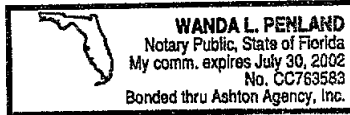
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **PEYTON S. FOUTS**, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of November, 2001.


NOTARY PUBLIC

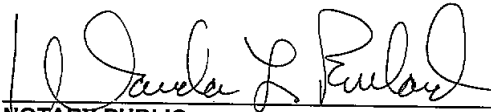
(Print, Type or Stamp Commissioned Name of Notary Public)



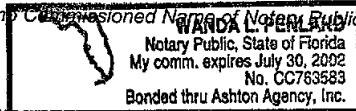
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **D. CASEY FOUTS**, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of November, 2001.


NOTARY PUBLIC

(Print, Type or Stamp Commissioned Name of Notary Public)



ACCEPTANCE OF REGISTERED AGENT

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.


KENNETH F. OSWALD
Registered Agent

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2001 NOV 29 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA