

P02-000030389

MEAD & MAZAR
—ATTORNEYS AT LAW—
2153 Lee Road
Winter Park, Florida 32789

Victor O. Mead
Daniel D. Mazar

(407) 645-5352
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February 11, 2002

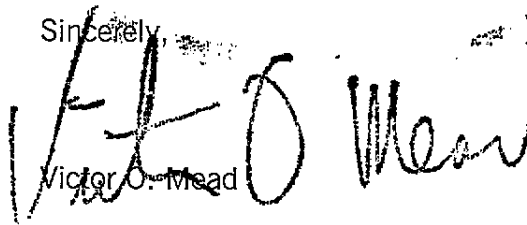
Florida Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

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*****70.00 *****70.00

To whom it may concern:

Enclosed please find the Articles of Incorporation for Surplus Tool, Incorporated, along with our firm's check for \$70.00 for filing fees. If you require any additional information, please feel free to contact our office.

Sincerely,


Victor O. Mead

VOM/tlb

Encls.

162-4642

F. CHESSEY MAR 2 0



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2002

VICTOR MEAD ESQ
2153 LEE ROAD
WINTER PARK, FL 32789

SUBJECT: SURPLUS TOOL, INC.
Ref. Number: W02000004642

*1951 Central Florida Plow
Sent 10/02
Chad 32637*

We have received your document for SURPLUS TOOL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 602A00009867

ARTICLES OF INCORPORATION

OF

SURPLUS TOOL, INC.

ARTICLE I - NAME

The name of this corporation is **SURPLUS TOOL, INC.**, and the principal office or mailing address of the corporation is 1951 Central Florida Parkway, Suite 102, Orlando, Florida 32837.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLES V - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 12 AM 10:52

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2153 Lee Road, Winter Park, FL, 32789, and the name of the initial registered agent of this corporation at that address is Victor O. Mead.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

Victor O. Mead
2153 Lee Road, Winter Park, FL 32789

ARTICLES VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

Victor O. Mead
2153 Lee Road, Winter Park, FL 32789

ARTICLES IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.91 and 607.034, Florida Statutes, the following is submitted:

FIRST, that SURPLUS TOOL INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1951 Central Florida Parkway, Suite 102, Orlando, Florida 32837, has named Victor O. Mead, located at 2153 Lee Road, Winter Park 32789, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: Jan 31, 2002



Victor O. Mead
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 12 AM 10:52