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TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**SPEAR AND JACKSON, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SPEAR AND JACKSON, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: SPEAR AND JACKSON, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5030 Champion Boulevard, Suite 6-272, Boca Raton, FL 33496.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock, par value \$.01 per share.

JAMES M. SCHNEIDER, ESQ., FL BAR #214338  
Adorno & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be the Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially.

**ARTICLE VIII  
INITIAL DIRECTORS**

The name and address of the initial director of this Corporation is Dennis Crowley at 5030 Champion Boulevard, Suite 6-272, Boca Raton, FL 33496. The person named as initial director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Dennis Crowley, 5030 Champion Boulevard, Suite 6-272, Boca Raton, FL 33496.

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**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 21<sup>st</sup> day of August 2002.



Dennis Crowley, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SPEAR AND JACKSON, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5030 Champion Boulevard, Suite 6-272, Boca Raton, FL 33496, has named the Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Corporation Service Company

  
\_\_\_\_\_  
Brian Courtney  
Asst. V. Pres.

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