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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

lipper tools, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
03 OCT 10 AM 9:33
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Fla. Bar #044382

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(6)

ARTICLES OF INCORPORATION
OF
LIPPER TOOLS, INC.

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation is **LIPPER TOOLS, INC.**

ARTICLE II

PURPOSE

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is **100 shares** of common stock. Said shares shall be of a single class and shall have a par value of **\$1.00**.

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ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be:

**George L. Foti
8480 SW 83 Street
Miami, FL 33143**

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

George Foti 8480 SW 83 Street, Miami, FL 33143

ARTICLE VII

OFFICERS

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

George L. Foti, President 8480 SW 83 Street, Miami, FL 33143

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

George L. Foti
8480 SW 83 Street
Miami, FL 33143

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

ARTICLE X
CUMULATIVE VOTING

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

ARTICLE XI
THE ADDRESS OF THE CORPORATION

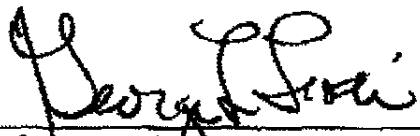
The address of the corporation is 8480 SW 83 Street, Miami, FL 33143.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock

entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set hands and seals this 2nd day of October, 2003.

By 
George L. Foti
Incorporator

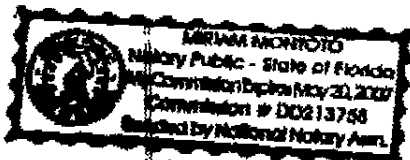
STATE OF FLORIDA)

COUNTY OF MIA-DADE)

The foregoing instrument was acknowledged before me this 2nd day of October, 2003, by George L. Foti, who has executed the foregoing instrument and produced identification or is personally known to me and who did take an oath.

My commission expires:


NOTARY PUBLIC
Print Name:



TOTAL P.06

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I, GEORGE L. FOTI, hereby accept this appointment and agree to comply with the keeping open said office.

BY George L. Foti
GEORGE L. FOTI

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