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From: Account Name : FAS-T CORP. AGENTS, INC.
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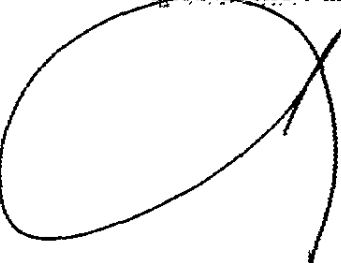
MAINLAND GROUP INC.

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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
MAINLAND GROUP INC.

WE, the undersigned, being desirous of forming a stock corporation under the provisions of the laws of the State of Florida, having united to engage in the business purposes hereinafter set forth and **HEREBY CERTIFY:**

1.- **NAME:** The name of the corporation (hereinafter called the "Corporation") is:

MAINLAND GROUP INC.

2.- **PURPOSES:** The nature of the business of the Corporation and the objectives or purposes to be transacted, promoted or carried on by the Corporation, which shall be in addition to the authority of the corporations to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the provisions of the laws of the State of Florida, are as follows:

- a) To conduct the business of wholesale and retail sales of industrial gases, welding equipment and automotive paint and related supplies.
- b) To conduct a general merchandise business, at wholesale or retail, and to enter into contracts, franchises and agreements with others relating to the purchase or sale of all kinds of goods, wares, merchandise and personal property of every description;
- c) To conduct the business of general importers and exporters of all kinds of merchandise, commodities and products manufactured or produced in foreign countries, or in the United States or any territory or country under the jurisdiction of the United States.
- d) To conduct the business of factors, agents, brokers and commission merchants;
- e) To take, buy, purchase, sell, rent, lease, mortgage, exchange, hire or otherwise acquire, invest in and deal in real estate and property, improved or unimproved, or any interest or right herein, and to own, hold, control, manage, improve, subdivide, and develop the same, either as principal or agent;
- f) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures and other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon;
- g) To endorse or guarantee the payment of the principal, interest or dividends upon, and to guarantee the performance of sinking funds or other obligations or of, any securities, and to guarantee in any way permitted by law the performance of any of the contracts or other

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persons, firms, associations or corporations, all and everything necessaries, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated, or designed directly or indirectly to promote the interest of the Corporation, or to enhance the value of its properties; and in general, to do any and all things and exercise any and all power, rights, and privileges which a corporations may now or hereafter be organized to do or to lawfully exercise under the laws of the State of Florida.

The foregoing provision of this Article TWO shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers of the Corporation and the purposes and powers herein specified shall except when otherwise provided in this Article TWO be in no way limited or restricted by reference to, or inference from, the terms of any provisions of this or any other article of this Certificate of Incorporation.

3.- CAPITAL STOCK: The total number of shares of all classes of stock which the Corporation shall be authorized to issued is TEN THOUSAND (10,000) SHARES OF COMMON VOTING STOCK with a PAR VALUE of ONE DOLLAR (\$1.00) each, which shall be paid for in money, labor or property estimated at its true money value.

The designations and the powers, preferences, and rights and the qualifications, limitations or restrictions thereof, if any, shall be provided in the By-Laws of the Corporation and in Article FOURTEEN herein.

4.- MINIMUM AMOUNT OF CAPITAL: The minimum amount of capital with which the Corporation shall commence its business affairs is one Thousand Dollars (\$1,000.00).

5.- PRINCIPAL OFFICE: The principal place for transacting business will be in the State of Florida, at the following address:

4500 SW 74 AVE MIAMI, FLORIDA 33155

6.- RESIDENT AGENT: José E. Abreu Jr. shall be the Resident Agent of the Corporation, and his address in the State of Florida, is,
14204 SW 117 Street
Miami, Fl 33186

7.- DURATION: The duration of the Corporation shall be perpetual.

8.- DEBT LIMIT: The highest amount of indebtedness to which the Corporation shall at any time be subject shall be unlimited.

9.- DIRECTORS: The By-Laws shall set the number of Directors, which shall not be less than three (3).

Jose E. Abreu Jr. (President)
14204 SW 117 St.
Miami, Florida, 33186

John E. Abreu (Vice-President)
7010 SW 164 Ct
Miami, Florida, 33193

Carlos A. Abreu (Secretary)
14203 SW 117 St.
Miami, Florida, 33186

Alicia M. Abreu (Treasurer)
14203 SW 117 St
Miami, Florida, 33186

10.- INCORPORATORS: The name and places of residence of the incorporators are as follows:

Jose E. Abreu Jr. (President 2500 Shares)
14204 SW 117 St.
Miami, Florida, 33186

John E. Abreu (Vice-President 2500 Shares)
7010 SW 164 Ct
Miami, Florida, 33193

Carlos A. Abreu (Secretary 2500 Shares)
14203 SW 117 St.
Miami, Florida, 33186

Alicia M. Abreu (Treasurer 2500 Shares)
14203 SW 117 St
Miami, Florida, 33186

11.- PRE-EMPTIVE RIGHT: In the event of the issuance of any new or additional shares of stock of the Corporation, the stockholders of the Corporation, immediately prior to such issuance, shall have the pre-emptive right to acquire all of such new or additional shares of stock of the Corporation in proportion to their ownership of all of the issued and outstanding stock in the Corporation at that time.

12.- CUMULATIVE VOTING: At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all of such votes for a single Director or may distribute them among the number to be voted for, or for any two or more of them as he may deem fit.

undertakings in which the Corporation may otherwise be or become interested, as the Board of Directors of the Corporation may determine, of any person, firm, association, corporation, government or subdivision thereof; or of any other combination, organization or entity whatsoever, including a mortgage upon the pledge of, or the conveyance assignment in trust of the whole or any part of the properties, assets, business, and goodwill of the Corporation.

- h) To acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; to pay for the same in cash, property or its own or other securities; to hold operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof, and in connection therewith to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, or corporations, and to conduct the whole of any part of any business thus acquired. To earn on any other business in connection with the foregoing as the Board of Directors may deem proper, and to exercise all the rights and powers conferred on business corporations by the general corporation law and all other applicable laws,
- i) To merge into, merge into itself or consolidate with, reorganize, and to enter into agreement and cooperative relations not in contravention of law, with any persons, firm, association or corporation, and to participate with others in a corporation, partnership, joint venture, or association of any type or in any transaction, business arrangements or contract for which the Corporation is authorized and empowered, notwithstanding that such participation requires the sharing with others or the delegation to others of the corporate control.
- j) To organize or cause to be organized under the laws of the State of Florida, of any other State of the United States of America, or of the District Of Columbia, or of any territory, dependency, colony, or possession of the United States Of America; or of any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objectives or purposes for which the Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations, or to cause the same to be dissolved, sound up, liquidated, merged or consolidated.
- k) To conduct its business in any and all of its branches and maintain offices both within and without the State of Florida, in any and all States of the United States of America, in the District of Columbia, in any or all the territories, dependencies, colonies, or possessions of the United States of America, and in foreign countries.
- l) To such extent as a corporation organized under the laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or through subsidiaries or in connection with other

13.- OTHER PROVISIONS: In furtherance of the general powers conferred by law, the Board of Directors is expressly authorized to:

a) Subject to the right of a majority of the stockholders to amend, repeal, alter, or modify the By-Laws at any regular meeting, or at an) special meeting called for such purposes, to make by-laws, not inconsistent with any existing law, fixing or altering the management of the property of the Corporation, the regulation and governing of its affairs, and the manner of certification and transfer of its stock.

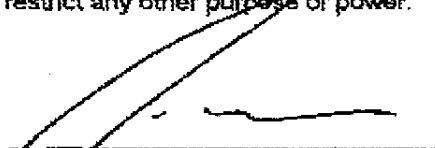
b) To borrow money and contract debts whenever necessary for the transaction of its business, or for the lawful exercise of its corporate rights, privileges or franchises, and to issue and dispose of its obligations, notes, bonds, debentures, convertible or otherwise, and other evidences of indebtedness for the amount so borrowed, or for property, holdings and stocks acquired by the Corporation, and to mortgage or otherwise encumber its property, in whole or in part, to secure the payment of such obligations, or any debt contracted for such purposes;

c) To contract and negotiate in the name of the Corporation with individual members of the Board of Directors in their individual capacity or as representatives of any firm, association or corporation;

d) To sell or otherwise dispose of the real or personal property of the Corporation,

14.- RESTRICTIONS ON TRANSFER OF STOCK: The shares of stock of this Corporation are issued and held subject to a continuing right and option in the Corporation to repurchase said shares any time they may be offered for transfer, other than by bequest or inheritance, at the book value thereof according to the last statement of the Corporation. Any such shares desired to be transferred shall first be offered to the Corporation at the book value thereof, and if a third party decide to acquire shares must be agreed by majority by the shareholders, out shall remain subject to the same corporate rights in the hands of the transferee. Certificates representing shares in the Corporation shall bear appropriate language indicating the existence of this option.

15.- INTERPRETATION.- The purposes and powers contained in these Articles of Incorporation shall be deemed independent each of the other, and no purpose or power is intended to omit or restrict any other purpose or power.


Jose E. Abreu Jr.
SS#597-18-3843
14204 SW 117 St. Miami, Florida, 33186


John E. Abreu
SS#597-18-3935
7010 SW 164 Ct Miami, Florida, 33193


Carlos A. Abreu
SS#597-18-4018
14203 SW 117 St. Miami, Florida, 33186


Alicia M. Abreu
SS#597-18-4148
14203 SW 117 St Miami, Florida, 33186

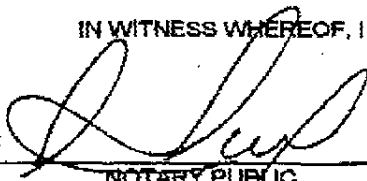
IN WITNESS WHEREOF, we, the incorporators, have hereunto subscribed our names this 2nd day of January, 2004.

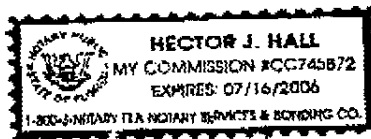
STATE OF FLORIDA

DADE COUNTY

On this 2nd day of January, 2004, before me, the undersigned notary public personally appeared: Jose E. Abreu Jr., John E. Abreu, Carlos A. Abreu, Alicia M. Abreu known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC



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TALLAHASSEE, FLORIDA