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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO : 072100000032

REFERENCE : 578444 126060A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 12, 1995

ORDER TIME : 10:36 AM

ORDER NO. : 578444

CUSTOMER NO: 126060A

CUSTOMER: Dolores K. Sanchez, Esq  
DOLORES K. SANCHEZ, P.A.

Suite 316, Box B-1  
4701 North Federal Highway  
Lighthouse Pt., FL 33064

400001454504  
-04/12/95--01060--012  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ULTIMATE TOOL, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 12 1995

95 APR 12 10:18:10  
OFFICE OF SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 APR 12 PM 3:23  
FILED

ARTICLES OF INCORPORATION  
OF  
ULTIMATE TOOL, INC.

FILED  
95 APR 12 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be ULTIMATE TOOL, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) Shares of Common Stock having a normal or par value of One Dollar and No/100 (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV

The initial Registered Office of this corporation shall be 4701 N. Federal Highway Suite 316, Lighthouse Point, FL 33064. The initial registered agent of this corporation shall be Dolores K. Sanchez, Esquire.

ARTICLE IV

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the persons serving on the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MAXINE MOORE	1950 NE 27th Avenue Pompano Beach, FL 33062

The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1).

ARTICLE VI

The name and address of the Incorporator of these Articles of Incorporation is:

MAXINE MOORE

1950 NE 27th Avenue  
Pompano Beach, FL 33062

ARTICLE VII

The principle office and mailing address of the corporation is 1950 NE 27th Avenue, Pompano Beach, FL 33062.

ARTICLE VIII

The corporation shall have perpetual existence.

ARTICLE IX

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

The power to adopt, amend, alter, or repeal the by-laws of this corporation shall be vested in the Directors and Shareholders provided that such amendment is in compliance with the Laws of Florida.

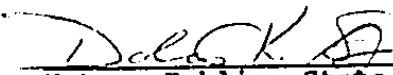
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 30th day of March, 1995.

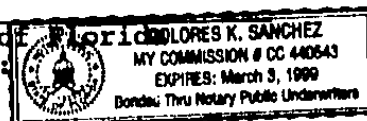
  
Maxine Moore

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD     )

I HEREBY CERTIFY that on this day, in the State and County named above, before me, an officer duly authorized and acting, personally appeared Maxine Moore who is known to me personally or who has produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed said Articles of Incorporation for the purposes and reasons set out therein.

WITNESS my hand and official seal this 24th day of March, 1995.

  
Notary Public, State of Florida  
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I, Dolores K. Sanchez, Esquire, designated as Registered Agent of ULTIMATE TOOL, INC. in the Articles of Incorporation of said corporation, do hereby accept appointment as such at the registered office designated in Article IV, to-wit: 4701 N. Federal Highway, Suite 316, Lighthouse Point, FL 33064.

  
Dolores K. Sanchez