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FAX: (904) 922-4000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
MIAMI FL 33135 0-0000
SUITE 200

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOOLS MANAGEMENT, INC.

FAX AUDIT NUMBER: H95000007552

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/07/1995

TIME REQUESTED: 12:24:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION
OF
TOOLS MANAGEMENT, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is TOOLS MANAGEMENT, INC. and the principal place of business is 2500 Coral Springs Drive, Suite 204, Coral Springs, Florida 33065.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Hundred Thousand (100,00) shares of common stock having a par value of One (\$1.00) Dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting.

Mayer Gattegno, P.A.
9900 West Sample Road
Suite 400
Coral Springs, FL 33065
(305) 752-1822
Fl.Bar No. 248711

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4. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 9900 West Sample Road, Suite 400, Coral Springs, Florida 33065, and the name of the initial Registered Agent of this corporation at my address is MAYER GATTEGNO, ESQ. The Registered Agent and Registered Office may be changed from time to time by filing with the secretary of state of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

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ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be either increased or diminished from time to time by the By Laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
BRIAN HOMAN	2500 Coral Springs Drive, #204, Coral Springs, Florida 33065
FRED SPENCER	2850 Forrest Hills Blvd., Unit 211, Coral Springs, Florida 33065

ARTICLE IX

The name and address of each person signing these Articles as an Incorporation are as follows:

NAME	ADDRESS
BRIAN HOMAN	2500 Coral Springs Drive, #204, Coral Springs, Florida 33065
FRED SPENCER	2850 Forrest Hills Blvd., Unit 211, Coral Springs, Florida 33065

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The stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected.
2. Any limitation upon the transferability or assignment of the stock.
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created

such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 3 day of July, 1995.

BRIAN HOMAN

FLDL 4260-072-3V-1750-00

FRED SPENCER

FLDL 3152-257-64-015-0

STATE OF FLORIDA
COUNTY OF BROWARD

ss:

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared, BRIAN HOMAN and FRED SPENCER to me well known who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 3 day of July, 1995.

NOTARY PUBLIC-State of Florida

My Commission Expires:



BARBARA A. CURTIS
COMMISSION # CC 4886-00
EXPIRES MAY 31 1999
BONDED THROUGH
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following submitted: TOOLS MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, has named MAYER GATTEGNO, ESQ., as its Registered Agent to accept service of process within Florida, at 9900 West Sample Road, Suite 400, Coral Springs, Florida 33065, which address is also designated as the registered office of the corporation first mentioned above.

Dated: 7/3/95

Brian Homan
BRIAN HOMAN

Dated: 7/3/95

Fred Spenger
FRED SPENGER

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate, MAYER GATTEGNO, hereby accepts to act in that capacity and further agrees to comply with the provision of all statutes relative to the proper and complete performance of such duties.

Dated: 7/7/95

Mayer Gattegno
MAYER GATTEGNO, ESQ.

FILED
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CLERK OF DISTRICT COURT
JULY 7 1995
MIAMI, FLORIDA