

P95000062606

MACFARLANE AUSLEY FERGUSON & McMULLIEN

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TALLAHASSEE, FLORIDA 32301
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400 E. LEVELAND STREET
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111 MADISON STREET, SUITE 2000
P.O. BOX 1531
TAMPA, FLORIDA 33601
(813) 271-4200 FAX (813) 271-4100

August 9, 1995

IN REPLY REFER TO:

Clearwater

Secretary of State
Division of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

600001559716
-08/14/95--01046--034
****122.50 ****122.50


RE: Independent Contractors Supply Management Company

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the filing fees.

Please proceed to file this new corporation and return acknowledgement to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,


Thomas C. Nash, II

TCN/wlc

Enc.

Pick-up
8/14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN AUG 14 1995

**ARTICLES OF INCORPORATION
OF
INDEPENDENT CONTRACTORS SUPPLY MANAGEMENT COMPANY**

ARTICLE I
Name and Address

The name of this corporation is INDEPENDENT CONTRACTORS SUPPLY MANAGEMENT COMPANY whose place of business is located at 201 - A SW 33rd Street, Ft. Lauderdale, Florida.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

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

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this

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CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Eighth Floor, Clearwater, FL and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|--------------------|----------------|---------------------------------|
| Craig E. Govan | | Secretary/Treasurer Director |
| Stephen P. Ohnemus | | President/Director |

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Thomas C. Nash, II | 400 Cleveland Street, 8th Floor Clearwater, FL 34615 |

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of August, 1995.

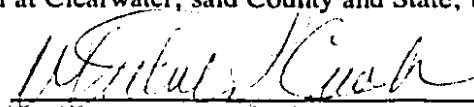


Incorporator **THOMAS C. NASH, II**

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **THOMAS C. NASH, II**, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 10th day of August, 1995.



Notary Public
Print Name: WILLIAM L. CROFT
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. OCT. 17, 1995
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for INDEPENDENT CONTRACTORS SUPPLY MANAGEMENT COMPANY at the place designated in this Certificate I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



THOMAS C. NASH, II

II\DATA\ATY\TCN\GOVAN\ARTICLES

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95 JUN 14 PM 3:51
SECRET
FBI - TAMPA

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

PA5000062606

June 27, 1996

400 E. GOLF AND STREET
P. O. BOX 1000000000000000
CLEARWATER, FLORIDA 34616
PH 813 441 0000 FAX 813 441 0400
IN REPLY REFER TO

Clearwater

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

15000001881816
-07/02/96--01125--017
*****35.00 *****35.00

Re: **Corporate Name Change**
Independent Contractors Supply Management Company to
United Supply of America, Inc.

Dear Sir or Madam:

Pursuant to our telephone conversation, attached please find an amendment for name change to the above-referenced corporation and a check in the amount of \$35.00 for recording fee.

Please return a copy of the Amendment to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,

Thomas C. Nash, II

Enclosures

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NC
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Article I of the Articles of Incorporation of INDEPENDENT CONTRACTORS SUPPLY MANAGEMENT COMPANY is hereby amended to read:

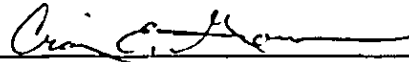
**ARTICLE I
Name**

The name of this corporation shall be **UNITED SUPPLY OF AMERICA, INC.**

2. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on June 11, 1996.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 14 day of JUNE, 1996.

INDEPENDENT CONTRACTORS SUPPLY
MANAGEMENT COMPANY




President

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CRAIG E. GOVAN, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced Id. D.B.C. as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, said County and State, this 18 day of June, 1996.



Print Name: Tracy M. Dixon

Notary Public

My Commission Expires

