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*ALSO CPA & REAL ESTATE BROKER
**ALSO ADMITTED IN ALABAMA

January 8, 1996

Florida Department of State
Secretary of State
Division of Corporations
Plaza Level, Room 2
409 East Gaines Street
Tallahassee, FL 32399

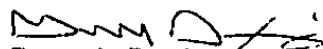
RE: Discount Tool & Hardware, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Discount Tool & Hardware, Inc., along with our check for the required filing fee of \$122.50.

If you have any questions relative to this matter, feel free to call our office.

Very truly yours,


Gaeton L. Drexinger

GLD:sj
Encl

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30 JAN 17 1996

TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DISCOUNT TOOL & HARDWARE, INC.

FILED
JUN 12 1968
TALLAHASSEE, FLORIDA

The Articles of Incorporation for DISCOUNT TOOL & HARDWARE, INC. are as follows:

ARTICLE I - NAME

The name of the corporation is DISCOUNT TOOL & HARDWARE, INC.

ARTICLE II - ADDRESS

The mailing address of the initial principal office of DISCOUNT TOOL & HARDWARE, INC. shall be c/o Red Barn Flea Market, Store A, 1707 1st Street East, Bradenton, Florida 34208.

ARTICLE III - INCORPORATOR

The name and address of the Incorporator of the corporation is: Gaeton L. Drexinger, 145 Church Street, Suite 101, Marietta, GA 30060.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual duration.

ARTICLE V - PURPOSE

The purpose of the corporation is to engage in any form or type of business for any lawful purpose or purposes whatsoever for which corporations may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) Shares of common stock, having a par value of One Dollar (\$) per share.

ARTICLE VII - INITIAL CAPITAL

The corporation will not commence business until it shall have received not less than One Hundred Dollars (\$100.00) in payment for the issuance of shares of its stock.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be 1707 1st Street East, Store A, Bradenton, Florida 34208. The initial registered agent at such address shall be Edwin Clyde Poff.

ARTICLE IX - INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) members, whose names and corresponding addresses are:

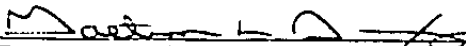
Jack A. Poff
19 South Lakeview Drive
Effingham, IL 62401

James L. Poff
1400 Renee Drive
Plainfield, IN 46168

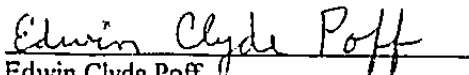
Judy A. Poff
2003-1 Powers Ferry Road
Marietta, GA 30067

ARTICLE X - 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 a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Gaeton L. Drexinger, Incorporator

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Edwin Clyde Poff

FILED
JAN 10 AM 10:18
TALLAHASSEE, FLORIDA

