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April 3, 1996

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

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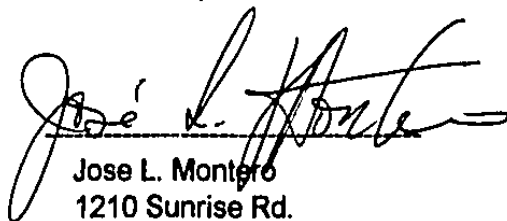
RE: Articles of Incorporation
Snap-On Dealer, Inc.

To whom it may concern:

Enclosed please find an original and two copies of the Articles of Incorporation for Snap-On Dealer, Inc., together with a check in the amount of \$70.50 in payment of the filing fee, charter tax, and registered agent certificate.

Please contact me if you have any questions.

Thank You,



Jose L. Montero
1210 Sunrise Rd.
West Palm Beach, FL
(407) 968-9042

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 12 1996

ARTICLES OF INCORPORATION
OF
SNAP-ON DEALER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be SNAP-ON DEALER, INC. The principal office and mailing address of the corporation is 1210 Sunrise Road, West Palm Beach, FL, 33406.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized is to engage in any lawful activity, or to transact any lawful activity, or to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 500 shares of common stock. Such shares shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be located at 1210 Sunrise Road, West Palm Beach, FL, 33406. The name of the initial Registered Agent of this corporation is Jose L. Montero.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall initially have one Director. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director is Jose L. Montero, 1210 Sunrise Road, West Palm Beach, FL, 33406.

ARTICLE VII - SPECIAL PROVISIONS

The following special provisions shall govern this corporation.

1. The time and place of the annual Shareholders' meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or Director may waive notice of the time, place, and purpose of any meeting either before, at, or after such meeting.

2. There shall be a President, Vice-President, Secretary, and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the By-Laws. This corporation may also have such other officers, assistants, and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold one or more offices. The shareholders may, at any time, by majority vote at a duly called and noticed meeting, declare any office or Directorship vacant, or remove any officer or Director and elect a successor thereto. Additionally, Directors may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

5. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is, or are, interested in or is, an officer or director of such other corporation; and any officer, officers, or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and not contract, act, or transact with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the corporation is a party or parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporations, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested.

ARTICLE VIII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

President
Vice President
Secretary/Treasurer

Jose L. Montero
Virginia Montero
Virginia Montero

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Jose L. Montero
1210 Sunrise Road
West Palm Beach, FL 33406

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 3rd day of April 1996.

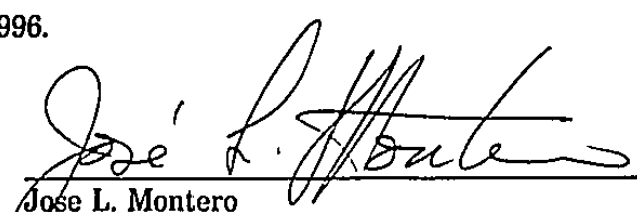


Jose L. Montero

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent to accepts service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 3rd day of April 1996.



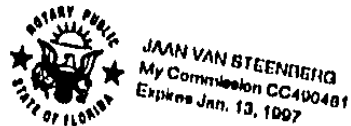
Jose L. Montero
1210 Sunrise Road
West Palm Beach, FL 33406

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day
of April 1996, by JOSE L. MONTERO, who is personally known to me and did take an oath.


Notary Public

Articles.INC



FILED
96 APR -8 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA