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DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIQUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
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(((H96000006081))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SAM'S WHOLESALE TOOLS INC.
FAX AUDIT NUMBER: H96000006081 CURRENT STATUS: REQUESTED
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409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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**Articles of Incorporation
of
Sam's Wholesale Tools Inc.**

Article I. Name

The name of this Florida corporation is:
Sam's Wholesale Tools Inc.

Article II. Address

The mailing address of the Corporation is:
Sam's Wholesale Tools Inc.
2755 West Atlantic Avenue, B-212
Delray Beach FL 33445

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Jonathan Root
Graner & Root, P.A.
301 Yamato Road, Suite 3101
Boca Raton FL 33431

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Jonathan Root FL Bar Member 947695
Graner & Root, P.A.
301 Yamato Road, Suite 3101
Boca Raton FL 33431
407-998-3232 • Fax 407-241-8654

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Samuel Silverstein

Article VI. Incorporator

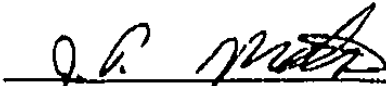
The name and address of the incorporator is:

Jonathan Root
Graner & Root, P.A.
301 Yamato Road, Suite 3101
Boca Raton FL 33431

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 30, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on April 29, 1996



JONATHAN ROOT
by J.P. Mata as attorney-in-fact

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Jonathan Root FL Bar Member 947695
Graner & Root, P.A.
301 Yamato Road, Suite 3101
Boca Raton FL 33431
407-998-3232 • Fax 407-241-6654

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Sam's Wholesale Tools Inc.

REGISTERED AGENT:
Jonathan Root
Graner & Root, P.A.
301 Yamato Road, Suite 3101
Boca Raton FL 33431

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JONATHAN ROOT
by J.P. Mata as attorney-in-fact

Date: April 30, 1996

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Jonathan Root FL Bar Member 947695
Graner & Root, P.A.
301 Yamato Road, Suite 3101
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