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OF COUNSEL

May 7, 1996

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Secretary of State
State of Florida
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-05/10/96--01070--005
*****122.50 *****122.50

Re: Page Matherson, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation and Certificate Designating Registered Agent to be filed. I also enclose our firm check payable to the Secretary of State in the amount of \$122.50 for the cost of the filing fee.

I enclose copies of the Articles of Incorporation and Certificate Designating Registered Agent to be stamped and returned to me.

Should you have any questions or comments, please do not hesitate to call.

MAY 15 1996 ; BJB

Very truly yours,

Evie Adams

Evie Adams, as Assistant to
John B. Moss

:esa
Enclosures

FILED
MAY 9 PM 2:17
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PAGE MATHERSON, INC.

96 MAY -9 PM 2:17

STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is Page Matherson, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 5347 Pine Avenue, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall commence business upon the filing of these Articles and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1329A Kingsley Avenue, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is John B. Moss.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

John B. Moss
1329A Kingsley Avenue
Orange Park, Florida 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. 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 the initial director of the corporation is:

Page Matherson
5347 Pine Avenue
Orange Park, Florida 32073

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) To engage in the business of the retail and wholesale sale of industrial products and the doing of any and all things related thereto.
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

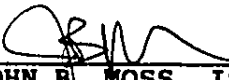
ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 23 day of April, 1996.

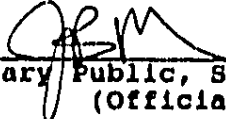


JOHN B. MOSS, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared John B. Moss, who executed the foregoing Articles of Incorporation, and who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 23 day of April, 1996.



Notary Public, State of Florida
(Official Stamp)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - Page Mathersey, Inc., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at 5347 Pine Avenue,
Orange Park, County of Clay, State of Florida, has named John B.
Moss, 1329A Kingsley Avenue, Orange Park, County of Duval, State of
Florida (32073), as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



John B. Moss, Registered Agent

FILED
MAY -9 PM 2:17
TALLAHASSEE, FLORIDA