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LAW OFFICES  
**DONALD W. HAFELE**  
PROFESSIONAL ASSOCIATION

HARVEY BUILDING  
334 DATURA STREET, 14TH FLOOR  
WEST PALM BEACH, FLORIDA 33401

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DONALD W. HAFELE

FILED  
96 MAY 20 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 17, 1996

8000001831300  
-05/21/96--01050--019  
\*\*\*245.00 \*\*\*122.50

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Krop Group, Inc.  
Cedar Point Supply, Inc.

Dear Sir/Madam:

Enclosed please find two separate Articles of Incorporation, one for Krop Group, Inc., and one for Cedar Point Supply, Inc. Please register these two corporations in your office and provide confirmation of same including a certified copy of the Articles. We enclose our check to your order for \$245.00 (\$122.50 per corporation).

Thank you for your courtesy and cooperation in this regard. If anything further is required, please do not hesitate to telephone collect.

Very truly yours,

  
DONALD W. HAFELE

DWH:jfm

Enclosures

cc: Ken Dinnhaupt

5/28/96  
TB

**ARTICLES OF INCORPORATION**  
**FOR**  
**CEDAR POINT SUPPLY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**NAME**

The name of this corporation is Cedar Point Supply, Inc.

**ARTICLE II.**

**NATURE OF BUSINESS.**

The nature of the business is to conduct as principal, as agent, and as broker a business for the purchase, sale, and resale, in wholesale and retail, raw and fabricated metal, chemical, plastic, agricultural and allied commodities, in bulk and in package lots, and in general to engage in such activities and services as are necessary, useful and lawful in connection with the furtherance of such business.

**ARTICLE III.**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares at \$1.00 par value.

**ARTICLE IV.**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is one hundred (\$100.00) dollars.

**ARTICLE V.**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI.**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial street address in the State of Florida of the principal office of the corporation is 224 Datura Street, Suite 1017, West Palm Beach, Fl 33401, and the name of the initial registered agent of this corporation at that address is Kenneth J. Dinnhaupt, Sr.

**ARTICLE VII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have not less than one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

**ARTICLE VIII.**

**INITIAL DIRECTOR**

Kenneth J. Dinnhaupt, Sr., 224 Datura Street, Suite 1017, West Palm Beach, Fl 33401

Megan E. Kennedy, 127 Main Street, Norwell, Massachusetts 02061

Geraldine M. Dinnhaupt, 1100 Grand Bahama, Singer Island, Florida 33404

Kenneth J. Dinnhaupt, Jr., 10 Columbia Place, Apt # C74, Brooklyn Heights, New York 11201

Maura E. Dinnhaupt, 1100 Grand Bahama, Singer Island, FL 33404

Tina Cashetta, 38 Moore Avenue, Oceanside, New York 11572

**ARTICLE IX.**  
**INCORPORATOR**

Kenneth J. Dinnhaupt, Sr., 224 Datura Street, Suite 1017, West Palm Beach, Florida 33401

**ARTICLE X.**  
**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:

Megan E. Kennedy, President

Geraldine M. Dinnhaupt, Senior Vice President

Kenneth J. Dinnhaupt, Jr., Vice President

Maura E. Dinnhaupt, Secretary

Tina Cashetta, Treasurer

**ARTICLE XI.**

**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.

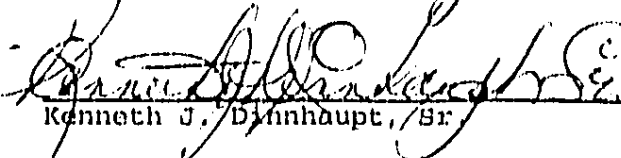
**ARTICLE XII.**

**COMMENCEMENT**

This corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to

these Articles of Incorporation this 11<sup>th</sup> day of April, 1996.

  
Kenneth J. Dinnhaupt, Sr.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth J. Dinnhaupt, Sr., known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11<sup>th</sup> day of April, 1996.

  
NOTARY PUBLIC

My Commission Expires:

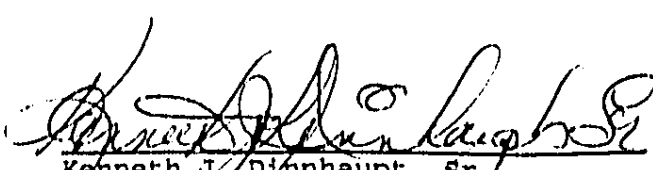


MAUREEN C. ROSE  
MY COMMISSION # 00273204 EXPIRES  
March 31, 1997  
BONDED THRU TRIC FARM INSURANCE, INC.

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

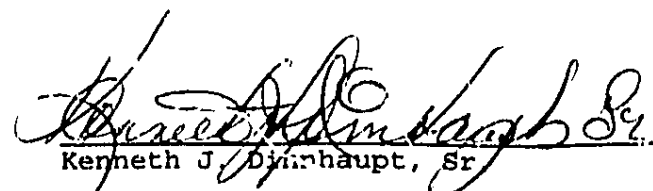
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- THAT CEDAR POINT SUPPLY, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 224 Datura Street,  
Suite 1017, West Palm Beach, Florida, 33401, HAS NAMED Kenneth J.  
Dinnhaupt, Sr., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
Kenneth J. Dinnhaupt, Sr.  
TITLE: Chairman of the Board

DATE: April 11, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
Kenneth J. Dinnhaupt, Sr.