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WILLIAM S. GRAESSLE
ATTORNEYS AND COUNSELORS

Old Morocco Building • 219 Newnan Street • 4th Floor • Jacksonville, Florida 32202

WILLIAM S. GRAESSLE
LAMAR WINEGEART III

TELEPHONE (904) 353-6333
FACSIMILE (904) 353-2080

August 16, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
-08/20/96--01071--0116
*****70.00 *****70.00

Re: Ann's Industrial Supply & Tool Repair, Inc.

Dear Sir or Madam:

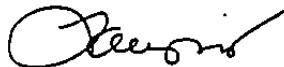
In connection with the captioned new filing enclosed please find the following items:

1. The original executed Articles of Incorporation;
2. The original executed Certificate of Designation of Registered Agent and Registered Office; and
3. Our client's check in the amount of \$70.00 representing your filing fees for same.

FILED
55 AUG 19 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your attention to this matter, and please do not hesitate to contact me if you have any questions or need any further information.

Sincerely,



Lamar Winegeart III

8/21/96
JD

ARTICLES OF INCORPORATION
OF
ANN'S INDUSTRIAL SUPPLY & TOOL REPAIR, INC.

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JAN 19 1961
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ARTICLE I
Name

The name of the corporation is Ann's Industrial Supply & Tool Repair, Inc.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

The purpose of this corporation is to engage in all purposes allowed under the laws of the United States and the State of Florida.

ARTICLE IV
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, each having the par value of twenty-five cents (\$0.25).

ARTICLE V
Address

The initial registered office of this corporation is 4210 Highway Avenue, Jacksonville, Florida 32254. The name of the initial registered agent at such address Eveann B. Haim.

ARTICLE VI

Director

The corporation shall have three directors initially, whose names and street addresses are as follows:

Eveann B. Haim
4210 Highway Avenue
Jacksonville, Florida 32254

Dedria Jarriel
4210 Highway Avenue
Jacksonville, Florida 32254

Michael Robson
4210 Highway Avenue
Jacksonville, Florida 32254

ARTICLE VII

Subscriber

The name and address of the incorporator of this corporation is as follows:

Eveann B. Haim
4210 Highway Avenue
Jacksonville, Florida 32254

ARTICLE VIII

Officers

This corporation shall have the following officers: a President, and a Secretary-Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX

Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or

powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and the most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefor in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interest in, any contract or transaction of this corporation or in which this corporation is interested.

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 the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein, this ____ day of August, 1996.


Evcann B. Haim

W. A. ROWLAND
Notary Public, State of Florida
My Comm. expires Aug. 7, 1999
Comm. No. CC 486441

STATE OF FLORIDA)
)
COUNTY OF DUVAL))

BEFORE ME, the undersigned authority, this day personally appeared Eycann B. Haim, to me well known or who has produced a Florida driver's license as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this
16 day of AUGUST, 1996.


W.A. Rowland
Notary public, State of Florida

W.A. ROWLAND
Printed or typed name of notary

My commission expires:

W. A. ROWLAND
Notary Public, State of Florida
My Comm. expires Aug. 7, 1999
Comm. No. CC 486441

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Ann's Industrial Supply & Tool Repair, Inc.
2. The name and address of the registered agent and office is:

Eveann B. Haim
4210 Highway Avenue
Jacksonville, Florida 32254

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.

**ANN'S INDUSTRIAL SUPPLY & TOOL
REPAIR, INC.**


Eveann B. Haim

W. A. ROWLAND
Notary Public, State of Florida
My Comm. expires Aug. 7, 1999
Comm. No. CC 486441