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SHEA & TANNENBAUM

ATTORNEYS AT LAW 96 SEP 23 PM 2:50
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September 20, 1996

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

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*****70.00 *****70.00

Re: Fidelity Fasteners, Inc.

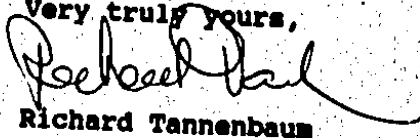
Sirs:

Enclosed please find the "Articles of Incorporation" for Fidelity Fasteners, Inc. and the acceptance of appointment for its registered agent. I have also enclosed the filing fees prescribed by Chapter 607. Please send the corporate document statement to:

Richard Tannenbaum
12707 White Coral Drive
Wellington, Florida 33414

If you have any questions, please do not hesitate to call.

Very truly yours,


Richard Tannenbaum

enclosures

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9/25/96

ARTICLES OF INCORPORATION
FOR
FIDELITY FASTENERS, INC.

FILED

96 SEP 23 PM 2:50

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be FIDELITY FASTENERS, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the corporation is 12707 White Coral Drive, Wellington, Florida 33414.

ARTICLE III: CAPITAL STOCK AND PREEMPTIVE RIGHTS

The corporation is authorized to have outstanding at any one time 10,000 shares of Class A Common Stock (with full voting rights), 10,000 shares of Class B Common Stock (with no voting rights) and 100 shares of Preferred Stock. There is no provision for preemptive rights and none so exist.


ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The street address of the corporation's initial registered office is 12707 White Coral Drive, Wellington, Florida 33414, and the corporation's initial registered agent is Richard Tannenbaum.

ARTICLE V: INCORPORATOR

The sole incorporator is Richard Tannenbaum, 12707 White Coral Drive, Wellington, Florida 33414.

The undersigned has executed these Articles of Incorporation this 20 day of September, 1996.



Richard Tannenbaum
Incorporator

CERTIFICATE OF DESIGNATION

**STATEMENT OF ACCEPTANCE OF REGISTERED AGENT
IN ACCORDANCE WITH §607.0202(1)(a) and §607.0501(3)**

Pursuant to the provision of §607.0501, Florida Statutes, the mentioned 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 FIDELITY FASTENERS, INC.
2. The name and street address of the registered agent and office is: Richard Tannenbaum, 12707 White Coral Drive, Wellington, Florida 33414

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 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.

Dated this 20 day of September, 1996.


Richard Tannenbaum

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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