

P97000044442

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300  
P.O. BOX 1531 (ZIP 33601)  
TAMPA, FLORIDA 33602  
(813) 273-4200 FAX (813) 273-4366

400 CLEVELAND STREET  
P.O. BOX 1669 (ZIP 34617)  
CLEARWATER, FLORIDA 34615  
(813) 441-6966 FAX (813) 442-6400

IN REPLY REFER TO

FILED  
97 MAY 16 AM 10:22  
TALLAHASSEE, FLORIDA

May 7, 1997

P. O. Box 1531  
Tampa, FL 33601

EFFECTIVE DATE  
5-12-97

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

8  
500002180915--2  
-05/16/97--01023--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
FAST TOOL (USA), INC.

Gentlemen:

I enclose herewith for filing in your office the Articles of Incorporation of FAST TOOL (USA), INC.

Also enclosed is our check in the amount of \$122.50 for payment of:

Filing Fee	\$35.00
Certified Copy of Articles	\$52.50
Registered Agent Certificate	\$35.00

TOTAL: \$122.50

There is no principal office; see Article VI for mailing address. If the enclosed articles are approved for filing, will you kindly certify and return the enclosed photocopy of the original articles to this office. Thank you for your help.

Sincerely yours,



John C. Bierley

F. C. Bierley MAY 20 1997

JCB/mpi  
Enclosures

ARTICLES OF INCORPORATION  
OF  
FAST TOOL (USA), INC.

FILED  
97 MAY 16 AM 10:22  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE  
5-12-97  
ARTICLE I

NAME

The name of this corporation is FAST TOOL (USA), INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to conduct international import and export activities; to market products and services in the U.S.

and

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

#### ARTICLE IV

##### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7,500 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

#### ARTICLE V

##### PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of the Corporation is 111 East Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is John C. Bierley, Attorney At Law.

On formation 111 East Madison Street, Suite 2300, Tampa, Florida 33602 is the mailing address of the Corporation.

## ARTICLE VII

### BOARD OF DIRECTORS

A. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

## ARTICLE VIII

### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## ARTICLE IX

### INCORPORATOR

The names and street addresses of the persons signing these Articles are:

Roelof J. Venter  
81 Landdros Mare St.  
Box 1930  
Pietersburg 0700  
SOUTH AFRICA

James D. Harris  
2507 Fairhaven  
Valrico, FL 33594-7703

## ARTICLE X

### INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted

in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its share holders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

#### ARTICLE XI

##### MISCELLANEOUS


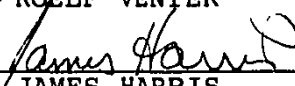
A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 12<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
ROELF VENTER  
  
\_\_\_\_\_  
JAMES HARRIS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared ROELF VENTER and JAMES HARRIS, to me known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

12<sup>th</sup> WITNESS my hand and official seal at Tampa, Florida, this day of May, 1997.

Monica D. Lande  
NOTARY PUBLIC,  
State of Florida at Large

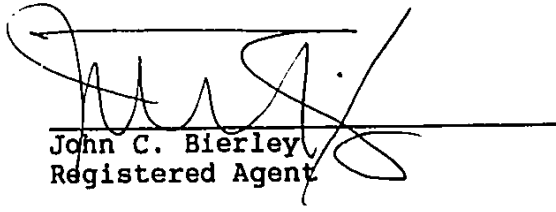
My Commission Expires:

MONICA D. LANDE  
Notary Public, State of Florida  
My comm. expires July 30, 1998  
No. CC021768

MONICA D. LANDE  
Notary Public, State of Florida  
My comm. expires July 30, 1998  
No. CC021768

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of FAST TOOL (USA), INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



John C. Bierley  
Registered Agent

FILED

97 MAY 16 AM 10:22

TALLAHASSEE, FLORIDA