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			Office Use Only
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ARTICLES OF INCORPORATION

OF

97 JUN 10 MI 10: 00

AMERICAN TOOL SUPPLY CORP.

ARTICLE I.

The name of this Corporation is:

AMERICAN TOOL SUPPLY CORP.

ARTICLE II.

This Corporation shall exist in perpetuity commencing with the filing of these documents.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 1,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

8362 Pines Blvd., Suite 267 Pembroke Pines, Florida 33024

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN 1521 S.W. LeJeune Road Coral Gables, Florida 33134

ARTICLE VIII.

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 this Corporation is:

DIRECTOR

Jim Jeffers 8362 Pines Blvd., Suite 267 Pembroke Pines, Florida 33024

ARTICLE_IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT

Jim Jeffers

8362 Pines Blvd., Suite 267 Pembroke Pines, Florida 33024

SECRETARY

Jim Jeffers 8362 Pines Blvd., Suite 267 Pembroke Pines, Florida 33024

ARTICLE X.

The name and address of the incorporator who is signing these Articles of Incorporation is:

> TERRY J. FORMAN 1521 S.W. LeJeune Road Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of June, 1997. STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this $\frac{g \cdot h}{h}$ day of June, 1997, in the County and State aforesaid.

> SANDRA GHONG Notary Public, State of Florida My Comm Expires Mar. 20, 1998 No. CC 357577 Bonded Thei Official Natury Beratre

Notary Public, State of Florida

at Large

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 and 607.0501(3), Florida Statutes, the following is submitted:

First, that AMERICAN TOOL SUPPLY CORP. desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 8362 Pines Blvd., Suite 267, Pembroke Pines, Florida 33024, has named TERRY J. FORMAN, whose address is 1521 S.W. LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: June ______, 1997

Terry J. Formar, Subscriber

Having been named to accept service of process for AMERICAN TOOL SUPPLY CORP. at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: June ______, 1997

Terry J. Forman

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

this $\frac{g^{\alpha}}{2}$ day of June, 1997, in the County and State aforesaid.

5 ANDRA CHONG

No. CC 357577

Sandra Chong

Notary Public, State of Florida

at Large