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REFERENCE : 505820 81911A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 22, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 505820-005

CUSTOMER NO: 81911A

CUSTOMER: Truman J. Costello, Esq
COSTELLO SIMS & ROYSTON

Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

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DOMESTIC FILING

NAME: SOUTHWEST QUALITY TOOLS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
97 AUG 22 PM 2:24
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
97 AUG 22 PM 12:25
RECORDED

SN AUG 22 1997

ARTICLES OF INCORPORATION **FILED**
OF 97 AUG 22 PM 2:24
SOUTHWEST QUALITY TOOLS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRUMAN J. COSTELLO, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for SOUTHWEST QUALITY TOOLS, INC.

ARTICLE I
(Name)

The name of the corporation shall be: Southwest Quality Tools, Inc.

ARTICLE II
(Duration)

The period of its duration is perpetual.

ARTICLE III
(Nature of Business)

The purpose of this Corporation is to transact in any and all lawful activities and businesses permitted under the laws of the State of Florida, the United States of America or any other state, country, territory or nation.

ARTICLE IV
(Capital Structure)

The aggregate number of shares which the Corporation shall have

authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
(Principal Office)

The principal place of business and mailing address of this corporation shall be: 1402 Vendome Court, Cape Coral, Florida, 33904.

ARTICLE VI
(Incorporator)

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VII
(Initial Registered Agent and Address)

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VIII
(Directors)

The number of directors constituting the initial Board of Directors of the corporation is two (2). Each initial director shall serve until the first annual meeting of shareholders or until his or her successor has been elected and shall qualify. The name

and address of each initial director is:

<u>Name</u>	<u>Address</u>
CAROLE TYNER	1402 Vendome Court Cape Coral, FL 33904
KENT TYNER	145 Glenmere Way Holbrook, New York 11741

ARTICLE IX
(Pre-Emptive 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 pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, TRUMAN J. COSTELLO, as Incorporator, has executed the foregoing Articles of Incorporation on this 21st day of August, 1997.



TRUMAN J. COSTELLO
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the

State of Florida.

1. The name of the corporation is: Southwest Quality Tools, Inc.

2. The name and address of the registered agent and office is TRUMAN J. COSTELLO, 12670 New Brittany Blvd. #101, Fort Myers, Florida, 33907.

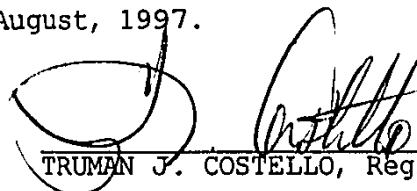
Dated this 21st day of August, 1997.



TRUMAN J. COSTELLO, Incorporator

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.

Dated this 21st day of August, 1997.



TRUMAN J. COSTELLO, Registered Agent

FILED
97 AUG 22 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA