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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/15/98--01002--002
*****50.00 *****50.00

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-01/12/98--01125--005
*****70.00 *****70.00

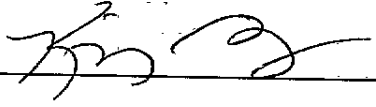
SUBJECT: GATES REFURBISHING CO.

I enclose an original and 1 copy(ies) of the Articles of Incorporation and an original and 1 copy of the Certificate of Designation Registered Agent/Registered Office. for the above corporation and a check in the amount of \$70.

I enclose an original and 1 copy of the Certificate of Domensitication for the above corporation and filing fee for \$50.00.

I enclose an original and 1 copy of the Application for Registration of Fictitious Name for the above corporation and filing fee for \$50.

SIGNED: _____



From:

KIMBERLY GATES
108 23RD STREET
BELLEAIR BEACH, FL 33786

FILED
98 JAN 12 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

FILED

98 JAN 12 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Kimberly Gates, President
(Name) (Title)
of Gates Refurbishing Co. d/b/a
J.R.'s Locker Service, Inc. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 15, 1993.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Holton, MI.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Gates Refurbishing Co. d/b/a J.R.'s Locker Service, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Gates Refurbishing Co.
(fictitious name J.R.'s Locker Service, Inc.)
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

4743 Round Lake, P.O. Box 185, Holton, MI 49425.

I am President, of J.R.'s Locker Service, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 5 day of January 19 98


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

ARTICLES OF INCORPORATION
OF
GATES REFURBISHING CO.

FILED
98 JAN 12 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: GATES REFURBISHING CO.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

108 23RD STREET
BELLEAIR BEACH, FL 33786

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

KIMBERLY GATES
108 23RD STREET
BELLEAIR BEACH, FL 33786

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

KIMBERLY GATES
108 23RD STREET
BELLEAIR BEACH, FL 33786

The undersigned has executed these Articles of Incorporation this 5TH day of JANUARY 1998.



KIMBERLY GATES, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED
98 JAN 12 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

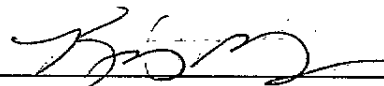
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
GATES REFURBISHING CO.

2. The name and address of the registered agent and office is:

KIMBERLY GATES
108 23RD STREET
BELLEAIR BEACH, FL 33786

Signature: _____

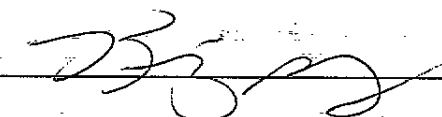


Title: PRESIDENT

Date: 1/5/98

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.

Signature: _____



Date: 1/5/98