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March 25, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 MAR 27 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hello:

Enclosed please find the Articles of Incorporation of Alan's GearWorks, Inc. and the Certificate of Designation of Registered Agent for the same.

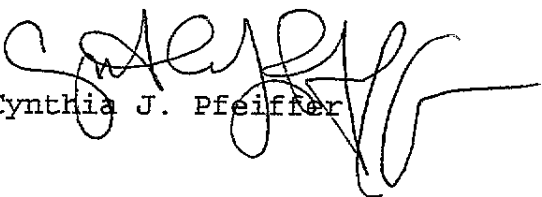
Also enclosed is my check for \$131.25 to cover the Filing Fee, Designation of Registered Agent, Certified Articles of Incorporation and a Certificate of Status.

Please return the Certified Articles and Certificate of Status to me at the above address.

If there are any problems please call me.

Thank you for your assistance.

Very Truly Yours,


Cynthia J. Pfeiffer

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ARTICLES OF INCORPORATION
OF
Alan's GearWorks, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the Corporation is Alan's GearWorks, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2300 Congress Avenue, Clearwater, FL 33763.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Alan C. Brand, 2300 Congress Avenue, Clearwater, FL 33763.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Alan C. Brand, 1731 Hickory Gate Dr. North, Dunedin, Florida 34698.


ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

P/T/S/D Alan C. Brand
1731 Hickory Gate Dr. North, Dunedin, FL 34698

V/D Diane D. Brand
1731 Hickory Gate Dr. North, Dunedin, FL 34698

The undersigned has executed these Articles of Incorporation this 20 day of March, 1998.



Alan C. Brand, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

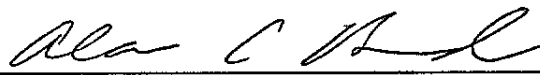
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 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: Alan's GearWorks, Inc.
2. The name and address of the registered agent and office is:

Alan C. Brand
2300 Congress Ave.
Clearwater, FL 33763

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.



ALAN C. BRAND