

JAY R. ROTH

April 29, 1998

Department Of State
Division of Corporation
Recording Department
P. O. Box 6327
Tallahassee, FL 32314

FEDERAL EXPRESS

900002506879--3
-04/30/98--01082--009
*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION

Dear Sir/ Madam:

Please find enclosed the above referenced documents for processing. Please record the enclosed articles of incorporation and forward my copy to the following address;

1440 JFK Causeway
Suite # 302
North Bay Village, FL. 33141

I have enclosed a cashier check in the amount of seventy-eight dollars and seventy-five cents (78.75) to pay the recording fees. If you have need for further information Please call me at (305) 564-9642.

Kind regards.

Sincerely,

Jay R. Roth,

Enclosures
Check

FILED
98 MAY -4 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1440 JFK CAUSEWAY SUITE # 302 • NORTH BAY VILLAGE, FL 33141
Phone : 305-564-9642



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 1, 1998

JAY R. ROTH
1440 JFK CAUSEWAY
SUITE 302
NORTH BAY VILLAGE, FL 33141

SUBJECT: THE EQUIPMENT AND TOOL SOURCE
Ref. Number: W98000009832

We have received your document for THE EQUIPMENT AND TOOL SOURCE and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 598A00024021

FOSTER SERVICE AND SUPPLY COMPANY

THEODORE FOSTER

1440 JOHN F. KENNEDY CAUSEWAY

SUITE #302

NORTH BAY VILLAGE, FL 33141

PAGER: (305)564-9642

May 4, 1998

Ms. Dana Calloway
Document Specialist
Department of State
Recording
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
THE EQUIPMENT AND TOOL SOURCE, INC.

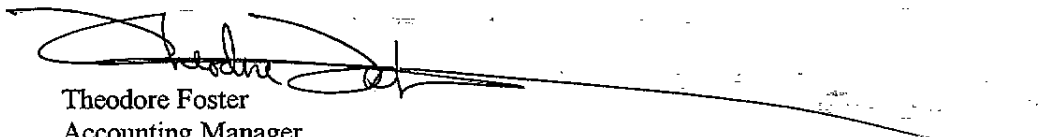
Dear Sir/ Madam,

Please find enclosed the above reference documents for processing. Please record the enclosed articles and advise me.

I have enclosed your letter as requested.

Kind regards.

Sincerely,



Theodore Foster
Accounting Manager.

Enclosure

JAY R. ROTH
7544 ADVENTURE AVENUE
NORTH BAY VILLAGE, FL 33141

February 12, 1998

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

RE: THEODORE FOSTER WRITTEN CONSENT TO SUBMIT ARTICLES OF INCORPORATION ON MY BEHALF

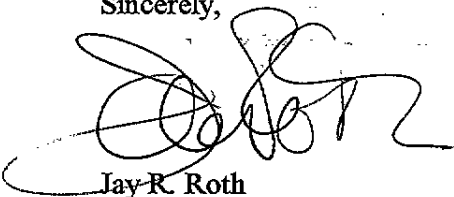
Dear Sir/ Madame,

I Jay R. Roth, Incorporator of THE EQUIPMENT AND TOOL SOURCE, INC., hereby give consent for Theodore Foster to submit Article of Incorporation on my behalf. I have reviewed all of the enclosed information, approved and signed all documents.

If you have need for further information please contact Theodore Foster or me at 1(305) 564-9642 .

Kind regards.

Sincerely,



Jay R. Roth
Incorporator

(STATE OF FLORIDA)
(DADE COUNTY)

FILED
98 MAY -4 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

THE EQUIPMENT AND TOOL SOURCE, INC.

The undersigned individual, acting as the incorporator of
a corporation under the Florida Business Corporation Act pursuant
to Chapter 607 of the Florida Statutes as amended, hereby
adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PURPOSE

The name of the corporation is The Equipment and Tool Source, Inc..

The purpose or purposes for which the corporation is organized
are to perform any and all functions related to, or pertaining to
the general merchandising, wholesaling, distributing and supplying of
all types of products and equipment for any and all industries

To perform any and all functions related to, or pertaining to the automotive
equipment and tools industry. To perform any and all functions related to, or
pertaining to a mail order business.

To act and perform as a retailer, wholesaler, distributor and supplier of
products in all the above mentioned industries.

To perform and produce all products, techniques and procedures pertaining to the above mentioned industries.

To sell to the public and private at large in the United States of America or foreign countries. To do all work incidental thereto, or connected therewith, and the doing and performing of all acts or procedures necessary, proper, or client for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

To act as a real estate concern. To purchase, lease, manage and sell real property And to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any objects, or the furtherance of any of the powers herein set forth, either along or in association with other corporations, firms, or individuals; provided the same be not inconsistent with the laws of the State Of Florida. And under the Florida Business Corporation Act.

ARTICLE II: DURATION AND ADDRESS

The period of its duration is perpetual.

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

7544 Adventure Avenue North Bay Village, FL 33141

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 300. The aggregate number of shares which the corporation shall have authority to issue is three hundred (300) shares of common stock of par value of one dollar (\$1.00) each, being a total of three hundred dollars (\$300.00) authorized capital stock. All of the stock shall be common stock and none shall be preferred stock or stock of a different class. Provisions for the regulations of the internal affairs of the corporation are:

(A) No shareholder of the corporation shall have preemptive rights to purchase any shares of any issuance of the corporation.

(B) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, to the extent of its unreserved and unrestricted capital surplus available therefore;

(C) The initial Bylaws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors; provided however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing what

constitute a quorum at shareholders' meetings.

(D) Directors of the corporation need not be shareholders of the corporation and need not be resident of the State of Florida.

(E) The Board of Directors may from time to time distribute to the shareholders out of the capital surplus of the corporation a portion of the corporation's assets, in cash or property, in the manner prescribed by and subject to the limitations imposed by the Florida Business Corporation Act.

ARTICLE IV: REGISTERED OFFICE/REGISTERED AGENT

The initial registered office address is 7544 Adventure Avenue North Bay Village, Florida 33141.

The initial registered agent is Jay Raymond Roth.

ARTICLE V: DIRECTORS AND INCORPORATORS

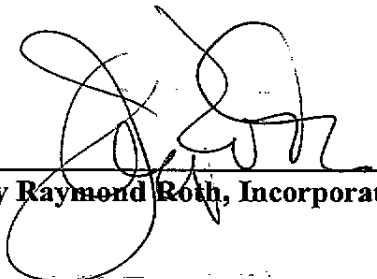
The number of directors constituting the initial Board of Directors of the corporation is one (1). The name (s) and address of the person (s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Jay Raymond Roth	7544 Adventure Avenue North Bay Village, FL 33141

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jay Raymond Roth	7544 Adventure Avenue North Bay Village, FL 33141

The undersigned incorporator has executed these Articles of
Incorporation this 4th day of May, 1998



Jay Raymond Roth, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE EQUIPMENT AND TOOL SOURCE, INC.

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

Jay R. Roth
(NAME)

7544-Adventure Avenue
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

North Bay Village, FL
(CITY/STATE/ZIP)

FILED
98 MAY -4 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

33141

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.

Jay R. Roth
(Signature)

May 5, 1998
(DATE)