

May-07-98 02:51P

858 2513

P.05

5/07/98
3:34 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000008736 4))

P 98000041662

TO: DIVISION OF CORPORATIONS
(850)922-4001

FAX #:

FROM: RICARDO MARTINEZ-CID, P.A.
076640001666

ACCT#:

CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494
(305)858-2513

FAX #:

NAME: MARLINS' TOOLS INC.

AUDIT NUMBER.....H98000008736

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT..OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
98 MAY -7 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAY 8 1998

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000008736

ARTICLES OF INCORPORATION

MARLINS' TOOLS INC.

Article I - Name

The name of this corporation is MARLINS' TOOLS INC.

Article II - Purpose

This corporation is organized to import, export, manufacture, wholesale and retail quality tools, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his/her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 10020 NW 9th Street Circle #103, Miami, Florida 33172.

The name of the initial Registered Agent of this corporation is JORGE L. LIZARRAGA of 10020 NW 9th Street Circle #103, Miami, Florida 33172.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are EVA MARIELA LIZARRAGA, who will also serve as President of this corporation, JORGE L. LIZARRAGA, who will also serve as Vice president, Secretary and Treasurer, all of 10020 NW 9th Street Circle #103, Miami, Florida 33172.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000008736

FILED
98 MAY -7 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000008736Article VII - Incorporator

The name and address of the person signing these Articles is EVA MARIELA LIZARRAGA, of 10020 NW 9th Street Circle #103, Miami, Florida 33172.

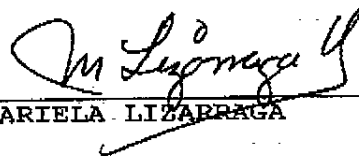
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this April 14, 1998.



EVA MARIELA LIZARRAGA

STATE OF FLORIDA)
) SS.
MIAMI-DADE COUNTY)

BEFORE ME, the undersigned Notary Public, personally appeared EVA MARIELA LIZARRAGA, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same, who identified herself with her Mexican passport license and took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this April 14, 1998.



SYLVIA CAVANILLAS
My Commission CC438827
Expires Feb. 14, 1999
Bonded by HAI
800-422-1535



April 8, 1998
Notary Public

(NOTARY SEAL)

State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000008736

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000008736

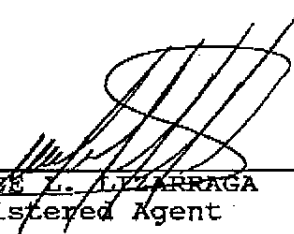
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

That MARLINS' TOOLS INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named JORGE L. LIZARRAGA, located at 10020 NW 9th Street Circle #103, Miami, Florida 33172, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of MARLINS' TOOLS INC. to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April W, 1998.


JORGE L. LIZARRAGA
Registered Agent

FILED
98 MAY -7 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000008736