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STANLEY A. GOLDSMITH
ATTORNEY AT LAW
1605 MAIN STREET
SUITE 1001
SARASOTA, FLORIDA 34236
(941)955-4990

ALSO ADMITTED IN OHIO

June 4, 1998

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

RE: Filing of the Articles of Incorporation
for J. RUSSELL INDUSTRIES, INC.

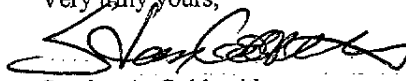
Dear Sir/Madam:

I have herewith enclosed the original Articles of Incorporation for J. RUSSELL INDUSTRIES, INC. Also enclosed is my check in the amount of ONE HUNDRED TWENTY TWO AND 50/100 DOLLARS (\$122.50) made payable to the Secretary of State for filing of this document.

I would be appreciative it if you would immediately file these Articles and return the same to me by U.S. Mail at the address listed above.

Your prompt and courteous attention to this matter is greatly appreciated.

Very truly yours,


Stanley A. Goldsmith

SAG/ab
Enclosure
cc: - Joseph G. Russell, II

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FILED
98 JUN -8 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA- 6/10/98

ARTICLES OF INCORPORATION

of

J. RUSSELL
INDUSTRIES, INC.

FILED
98 JUN -8 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST:

The name of the Corporation shall be J. RUSSELL INDUSTRIES, INC. The principal mailing address of the corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SECOND:

The purposes for which the corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Florida and the United States.

THIRD:

The corporation shall be authorized and empowered to issue TEN THOUSAND (10,000) shares of common stock.

FOURTH:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

FIFTH:

The mailing address of the Registered Office of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SIXTH:

The registered agent for the corporation shall be:

STANLEY A. GOLDSMITH
1605 Main Street, Suite 1001
Sarasota, Florida 34236

SEVENTH:

To the incorporator of J. RUSSELL INDUSTRIES, INC.:

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091.

6/4/98
Date

Stanley A. Goldsmith
STANLEY A. GOLDSMITH

EIGHTH:

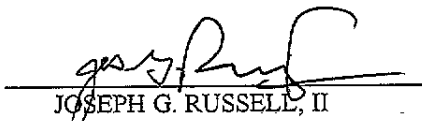
The initial Board of Directors of the corporation shall consist of one (2) members:

JOSEPH G. RUSSELL, II
223 S. Polk Drive
Sarasota, Florida 34236

JOSEPH G. RUSSELL, SR.
9415 Arnold Road
Fair Haven, MI 48023


NINTH:

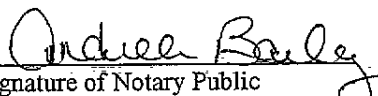
The incorporator of J. RUSSELL INDUSTRIES, INC., who by his signature hereby acknowledges the adoption of these Articles of Incorporation, is:


JOSEPH G. RUSSELL, II
223 S. Polk Drive
Sarasota, Florida 34236

STATE OF FLORIDA)
COUNTY OF SARASOTA) ss:


The foregoing Articles of Incorporation of J. RUSSELL INDUSTRIES, INC., were acknowledged before me this 4th day of June 1998, by STANLEY A. GOLDSMITH as registered agent. He is personally known to me or has produced N/A as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

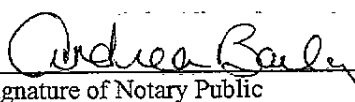
 Andrea Bailey
My Commission CC654780
Expires July 17, 2001


Signature of Notary Public


Print Name of Notary Public
I am a Notary Public of the State of _____, and my commission expires on _____.

The foregoing Articles of Incorporation of J. RUSSELL INDUSTRIES, INC., were acknowledged before me this 4th day of June 1998, by JOSEPH G. RUSSELL, II, as incorporator. He is personally known to me or has produced FL Drivers License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

 Andrea Bailey
My Commission CC654780
Expires July 17, 2001


Signature of Notary Public

Print Name of Notary Public
I am a Notary Public of the State of _____, and my commission expires on _____.

 Andrea Bailey
My Commission CC654780
Expires July 17, 2001