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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 PM 3:24

MICHAEL'S TOOLS, INC.
156 PINE ARBOR DRIVE
ORLANDO, FL 32825

OCTOBER 16, 1998

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

Re: MICHAEL'S TOOLS, INC.

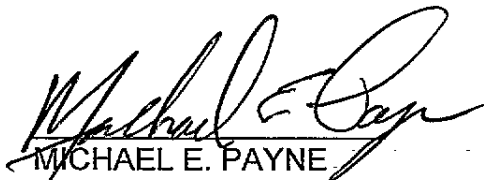
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Dear Sir/Madam:

Attached please find one original and one copy of the Articles of Incorporation and a check in the amount of \$ 70.00 for the filing fees.

If need additional information please advise.

Sincerely,


MICHAEL E. PAYNE
President

D. BROWN OCT 22 1998

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**ARTICLES OF INCORPORATION
OF
MICHAEL'S TOOLS, INC.**

The undersigned, acting as Incorporator of a corporation under Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is:

MICHAEL'S TOOLS, INC.

2. PRINCIPAL OFFICE/ MAILING ADDRESS: The principal office of the corporation is:

**MICHAEL'S TOOLS, INC.
156 PINE ARBOR DRIVE
ORLANDO, FL. 32825**

3. SHARES: The number of shares the corporation is authorized to issue is 1,000 shares, \$ 1.00 par value.

4. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of corporation is:

**MICHAEL E. PAYNE
156 PINE ARBOR DRIVE
ORLANDO, FL. 32825**

5. INCORPORATOR AND INITIAL DIRECTOR: The name and address of the incorporator and initial director is:

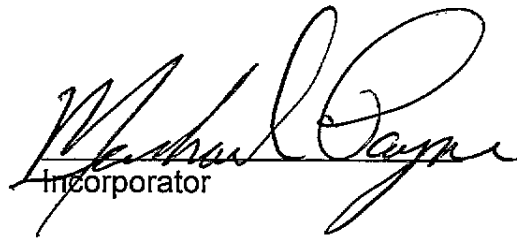
**MICHAEL E. PAYNE
156 PINE ARBOR DRIVE
ORLANDO, FL. 32825**

6. **PURPOSE:** The purpose of this corporation is to engage in any and all lawful business purpose allowed under laws of the state of Florida and the United States of America.
7. **MEETING BY CONFERENCE TELEPHONE:** Members of the board of Directors may participate in special, regular, annual meetings of the board of Directors by means of conference telephone or other similar medium of communications equipment as provided by law.
8. **INDEMNIFICATION:** The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set forth and provided for in the by laws of this corporation and pursuant to the provisions of section 607.0880 of the Florida statutes, as amended.
9. **AMENDMENT OF ARTICLES AND BY LAWS.** The power to adopt, alter, amend or repeal the articles of incorporation or bylaws of this corporation shall be vested in the directors by a majority vote.
10. **INFORMATION ACTION OF DIRECTORS AND SHAREHOLDERS:**

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing there consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a regular meeting of the board of directors or shareholders.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of Incorporation this _____ day of OCTOBER, 1998.


Incorporator

Having been named as resident agent for the above state corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 of Florida Statutes.


Resident Agent