

(SAMPLE LETTER OF TRANSMITTAL)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 12:22

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

Re: MIKE'S HAMMERS, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

300002696863--3
-11/25/98-01077-005
****122.50 *****78.75

William C Schroeder
(individual's name)

MIKE'S HAMMERS INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
4482 3rd Ave N.W.		
Naples Fl. 34114		
941	PHONE	455-5554
()	Area Code	Number
		Ext.

ARTICLES OF INCORPORATION

MIKE'S HAMMERS INC
of
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MIKE'S HAMMERS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1,000) of COMMON STOCK Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>William C Schröeder</u>		
ADDRESS	<u>4482 3rd Ave. N.W.</u>		
CITY	<u>Naples</u>	FLORIDA	ZIP <u>34114</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>MIKE'S HAMMERS INC.</u>		
ADDRESS	<u>4482 3rd Ave N.W.</u>		
CITY	<u>Naples</u>	FLORIDA	ZIP <u>34114</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>William C. Schröeder</u>		
ADDRESS	<u>4482 3rd Ave N.W.</u>		
CITY	<u>Naples</u>	STATE	<u>FLA</u>
NAME	<u>PATRICIA A. Schröeder</u>		
ADDRESS	<u>4482 3rd Ave N.W.</u>		
CITY	<u>Naples</u>	STATE	<u>FLA</u>
NAME	<u>Floyd M. Smith</u>		
ADDRESS	<u>3201 21st Ave S.W.</u>		
CITY	<u>Naples</u>	STATE	<u>FLA</u>
	ZIP <u>34114</u>		

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	William C. Schroeder		
ADDRESS	4482 3rd Ave N.W.		
CITY	Naples	STATE	FL
ZIP	34114		
NAME	Patricia A. Schroeder		
ADDRESS	4482 3rd Ave N.W.		
CITY	Naples	STATE	FL
ZIP	34114		
NAME	Floyd M Smith		
ADDRESS	3201 21st Ave N.W.		
CITY	Naples	STATE	FL
ZIP	34114		

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of Nov., 1998.

William C. Schroeder (Seal)
Patricia A. Schroeder (Seal)
Floyd M Smith (Seal)

STATE OF FLORIDA)
COUNTY OF Collier) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

5636-923-34-406-0

William C. Schroeder
Signature
Patricia A. Schroeder
Signature

Fla. Dmv. License
Form of Identification
S 636-681-42-918-0
Fla. Dmv. Licence
Form of Identification

Floyd M Smith
Signature

Fla. Dmv. Licence 553025253
Form of Identification
336-0

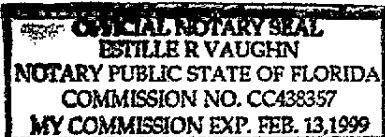
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that Above executed these Articles of Incorporation, that I relied upon the form S of identification of the above named person, as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this

24 day of Nov 1998

Estelle R Vaughn
Notary Signature
ESTELLE R. VAUGHN
Printed Notary Signature



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MIKE's HAMMERS INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 4487 3RD Ave N.W.
Naples FL 34114
has named William C. Schroeder
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

William C. Schroeder
(registered agent)

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