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11/24/98

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

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Dear Sirs:

Enclosed please find Articles of Incorporation for **STANLEY WOODWORKS, INC.** along with a check in the amount of $70.00 for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it. to

Thank you.

PLUS FINANCIAL SERVICES INC.
8051 N. TAMIAMI TR. STE 12
SARASOTA, FL 34243

Yours truly,

Larry Duguay

Larry Duguay

F CHESSER   DEC 7 1998

ARTICLES OF INCORPORATION

1. The name of the corporation is:

STANLEY WOODWORKS, INC.

2. The principal place of business and mailing address of the corporation is:

6103 28TH ST. E., BRADENTON, FL 34203

3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of $1.00.

4. The registered agent of the corporation is **JOE BRUCE STANLEY** and the registered address is **6103 28TH ST. E., BRADENTON, FL 34203**

5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows:

JOE BRUCE STANLEY   5405 22ND ST. CT. E. BRADENTON
CYNTHIA J. STANLEY   5405 22ND ST. CT. E. BRADENTON

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
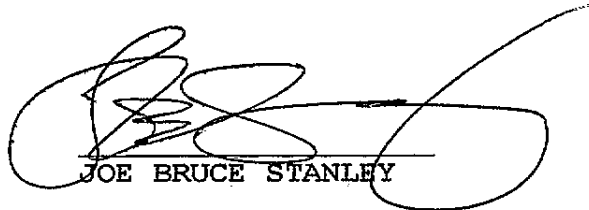
6. The incorporator of this corporation is **JOE BRUCE STANLEY** whose address is **5405 22ND ST. CT. E. BRADENTON**

Dated **NOV. 2, 1998**

JOE BRUCE STANLEY

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 am familiar with and accept the obligations of my position as registered agent.

Dated NOV. 2, 1998

JOE BRUCE STANLEY