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LAW OFFICES
FOX & FOX, P. A.
133 BOCA RATON ROAD
BOCA RATON, FLORIDA 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 10 PM 6:08

LEO A. FOX

P. O. BOX 504
BOCA RATON, FL 33429-0504
TELEPHONE (561) 395-1707
FAX (561) 368-0687

June 7, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Inspection Tools Unlimited, Inc.

Dear Sir:

We have enclosed with this letter, the original and one copy of Articles of Incorporation for the above referenced new corporation.

Also enclosed is Certificate Designating Resident Agent.

Our check in the amount of \$78.75, covering filing fee, tax and certified copy of Articles, is enclosed. Please return to us a certified copy of Articles as soon as same have been filed.

Sincerely yours,


Leo A. Fox

LAF/mib
enclosures

DA BROWN JUN 11 1999

ARTICLES OF INCORPORATION
OF
INSPECTION TOOLS UNLIMITED, INC.

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DIVISION OF CORPORATIONS
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The undersigned subscribed to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be INSPECTION TOOLS UNLIMITED, INC.

ARTICLE II

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

4722 N.W. Boca Raton Boulevard, #C-108
Boca Raton, FL 33431

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock @ \$1.00 par value.

ARTICLE IV

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 133 Boca Raton Road, Boca Raton, Florida 33432, and the name of the initial registered agent at such address is LEO A. FOX.

ARTICLE V
INCORPORATOR

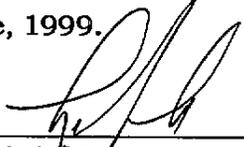
The name and address of the incorporator of this Corporation is:

LEO A. FOX
133 Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VI
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law to amend, alter, modify or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the above named incorporator has hereunto subscribed his name this 7 day of June, 1999.

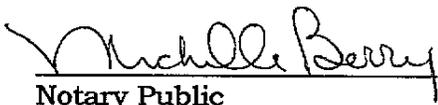


LEO A. FOX

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, this day personally appeared LEO A. FOX, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 7 day of June, 1999.



Notary Public

My Commission expires:

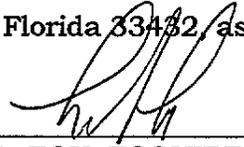


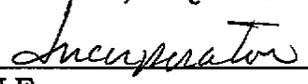
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

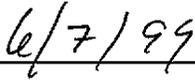
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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

INSPECTION TOOLS UNLIMITED, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Boca Raton, State of Florida, has named LEO A. FOX, ESQUIRE, Fox & Fox, P.A., 133 Boca Raton Road, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

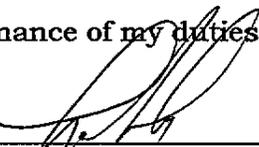


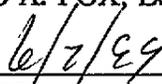
LEO A. FOX, ESQUIRE


INCORPORATOR
TITLE


6/7/99
DATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.



LEO A. FOX, ESQUIRE


6/7/99
DATE