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ACCOUNT NO. : 072100000032

REFERENCE : 376981 4352702

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 78.75

ORDER DATE : September 16, 1999

ORDER TIME : 10:22 AM

ORDER NO. : 376981-005

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CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: TOOLS FOR LIFE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 16 PM 2:32

RECEIVED  
99 SEP 16 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TOOLS FOR LIFE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP 16 PM 2:32

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Tools for Life, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

1624 Ringling Boulevard  
Sarasota, Florida 34236

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore  
200 South Orange Avenue  
Sarasota, Florida 34236

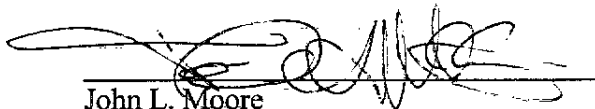
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore  
200 South Orange Avenue  
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 15<sup>th</sup> day of September, 1999.

  
John L. Moore  
Incorporator and Registered Agent

LAF-368178

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