

TRANSMITTAL LETTER

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

SUBJECT: Toolmine.com, Inc.
(Proposed corporate name - must include suffix)

400003241654--3
-05/08/00--01002--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Toolmine.com, Inc.
Name (Printed or typed)

P.O. Box 13327
Address

Tallahassee, FL 32317
City, State & Zip

850- 893- 3100
Daytime Telephone number

RECEIVED
00 MAY -5 PM 4: 29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FILED
00 MAY -5 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FL 32314

T. SMITH MAY 8 2000

NOTE: Please provide the original and one copy of the articles.

Mail Out

ARTICLES OF INCORPORATION

OF

TOOLMINE.COM, INC.

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective 5/5/2000.

ARTICLE I.

Name

The name of this Corporation shall be **TOOLMINE.COM, INC.**

ARTICLE II.
Principal Office

The principal place of business and mailing address of this Corporation is 1114-L Thomasville Road, Tallahassee, Florida 32303.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 100 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

FILED
00 MAY -5 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1114-L Thomasville Road, Tallahassee, Florida 32303. The name of the initial Registered Agent of the Corporation at the above address shall be James Landon Brooks. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE V.
Incorporators

The names and street addresses of the Incorporators of this Corporation are as follows:

James Landon Brooks	3221 Cranleigh, Tallahassee, Florida 32308
Stephen Alexander Gauss	3154 South Fulmer Circle, Tallahassee, Florida 32303

ARTICLE VI.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE VII.
Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE VIII.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IX.
Number of Directors

This Corporation shall have two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE X.
Initial Board of Directors

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

James Landon Brooks	3221 Cranleigh, Tallahassee, Florida 32308
Stephen Alexander Gauss	3154 South Fulmer Circle, Tallahassee, Florida 32303

ARTICLE XI.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/Treasurer	James Landon Brooks	3221 Cranleigh, Tallahassee,
	Florida 32308	
Vice President/Secretary	Stephen Alexander Gauss	3154 South Fulmer Circle, Tallahassee,
	Florida 32303	

ARTICLE XII.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII.
Financial Information

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on at least a quarterly basis. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIV.
Fiscal Year

The fiscal year of the Corporation shall be from January to December of each year.

ARTICLE XV.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE XVI.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

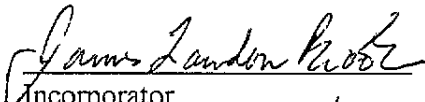
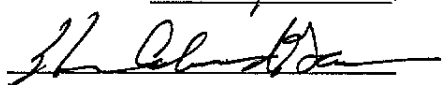
ARTICLE XVII.
Amendment

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Toolmine.com, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 1114-L Thomasville Road, Tallahassee, Florida 32303 as its initial registered office and has named James Landon Brooks, located at 3221 Cranleigh, Tallahassee, FL 32308, as its initial Registered Agent effective May 5th, 2000.


Incorporator
Dated as of May 5th, 2000

Incorporator
Dated as of May 5, 2000


Having been named Registered Agent and to accept service of process for **Toolmine.com, Inc.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective May 5th, 2000. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


JAMES LANDON BROOKS
Registered Agent
Dated as of May 5th, 2000

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of

May 5th, 2000.


JAMES LANDON BROOKS
Incorporator

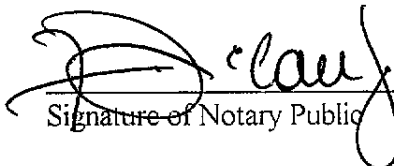

STEPHEN ALEXANDER GAUSS
Incorporator

FILED
00 MAY -5 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, on this day personally appeared **James Landon Brooks**, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this 5th day of MAY, 2000.


Signature of Notary Public

Notary Seal/Stamp:

