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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

TOLBERT VENTURES, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

TOLBERT VENTURES, INC.

ARTICLE I - NAME

The name of the corporation is: TOLBERT VENTURES, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities, or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
- k. Enter into, make and perform contracts of every kind and description with any person, firm or

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association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee and secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for TOLBERT VENTURES, INC. is 569 E. Sample Road, Pompano Beach, Florida 33064.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

WAYNE HORWITZ
3511 W. Commercial Blvd.
Suite 402
Fort Lauderdale, Florida 33309

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

SCOTT W. TOLBERT

ADDRESS

20591 Carousel Circle West
Boca Raton, FL 33434

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ARTICLE VIII - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is as follows:

SCOTT W. TOLBERT
20591 Carousel Circle West
Boca Raton, FL 33434

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

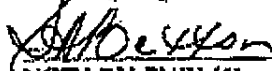
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

25 day of May, 2000.


SCOTT W. TOLBERT

STATE OF FLORIDA) SS.
COUNTY OF Broward)

The foregoing Articles of Incorporation were acknowledged before me this 25th day of May, 2000 by SCOTT W. TOLBERT, who is personally known to me / or who has produced the foregoing identification Drivers License and who did / did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA
S. A. BETTON
Print Name



S. A. BETTON
COMMISSION # CC 680119
EXPIRES SEP 14, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission expires:
Commission No: 9/14/2001

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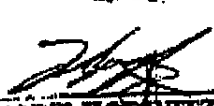
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That **TOLBERT VENTURES, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the city of Fort Lauderdale, Broward County, State of Florida, has named **WAYNE HORWITZ, 3511 w. Commercial Blvd., Suite 402, Ft. Lauderdale, FL 33309** as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


WAYNE HORWITZ,
Registered Agent

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