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NEW FILINGS  Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS  Amendment Resignation of R.A., Office Change of Registered Agen Dissolution/Withdrawal Merger		-   
OTHER FILINGS  Annual Report Fictitious Name	REGISTRATION/QUALIFIC  Foreign Limited Partnership Reinstatement Trademark Other	CATION -	
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G. BULLOCK MAY - 4 2001



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION THE TOMAS GROUP INC

#### ARTICLE ONE

1.01 THE NAME OF THE CORPORATION IS THE TOMAS GROUP INC.

### ARTICLE TWO (NATURE OF BUSINESS)

2.01 THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND OF THIS STATE.

#### ARTICLE THREE (CAPITAL STOCK)

3.01 THE MAXIMUN NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ONE TIME IS ONE HUNDRED (100) SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF \$1.00. SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE STOCKHOLDERS AT A MEETING CALLED FOR THAT PURPOSE.

#### ARTICLE FOUR (CAPITAL)

4.01 THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS ONE HUNDRED DOLLARS (\$100.00)

### ARTICLE FIVE (CORPORATE EXISTANCE)

5.01 COMMENCEMENT - THE DATE WHEN CORPORATE EXISTANCE SHALL COMMENCE IS MAY 01, 2001

5.02 DURATION - THIS CORPORATION SHALL EXIST PERPETUALLY UNTIL DISSOLVED ACCORDING TO LAW.

### ARTICLE SIX (PRICIPLE OFFICE)

6.01 PRINCIPLE OFFICE - THE POST ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

THE TOMAS GROUP, INC. 2513 MARYLAND AVENUE SUITE A TAMPA, FLORIDA 33629

6.02 RELOCATION - THE STOCKHOLDERS MAY FROM TIME TO TIME MOVE THE LOCATION OF THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

### ARTICLE SEVEN (NUMBER OF DIRECTORS)

7.01 THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL NOT BE LESS THAN ONE (1). THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

## ARTICLE EIGHT (NAME & ADDRESS OF THE BOARD OF DIRECTORS)

8.01 DESIGNATION - THE NAME, POST OFFICE ADDRESSES AND STREET ADDRESSES FOR THE FIRST BOARD OF DIRECTORS WHO SHALL SERVE UNTIL THE FIRST MEETING, OR UNTIL THEIR SUCCESSORS HAVE BEEN ELECTED AND QUALIFIED ARE:

DAWN M. FORREST/PRESIDENT/TREASURER 2513 MARYLAND AVENUE SUITE A TAMPA, FLORIDA 33629

SHERI SCARBROUGH/VICE-PRESIDENT/SECRETARY 14932 BATTENWOOD DR SPRINGHILL, FLORIDA 34610 STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ON THIS 24TH DAY OF APRIL 2001 BEFORE ME, AN OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS PERSONALLY APPEARED DAWN M. FORREST AND SHERI SCARBOROUGH .THE TOMAS GROUP, INC. KNOWN TO ME TO BE THOSE PERSON(S) WHOSE NAME IS SUBSCRIBED TO THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN CONTAINED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 24TH DAY OF APRIL 2001.

ROBERT B. GRIFFING Bondod Thru Atlantic Bonding Co., Inc.

NOTARY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFIED DESIGNATION PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. PURSUANT TO SECTION 48.091, FLORIDA STATUES, THE FOLLOWING IS SUBMITTED:

FIRST, THE TOMAS GROUP, INC, DESIRING TO ORGANIZE AS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY NAMES DAWN M. FORREST <u>AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN THIS STATE, AND HEREBY DESIGNATES, 2513 MARYLAND AVENUE, SUITE A, TAMPA, FLORIDA 33629, AS ADDRESS OF THIS OFFICE FOR SERVICE OF PROCESS WITHIN STATE.</u>

#### **ACKNOWLEDGEMENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 RELATIVE TO KEEPING OPEN SAID OFFICE,

BY: THE TOMAS GROUP, INC WWW Tolker, (DAWN M. FORREST) 2513 MARYLAND AVENUE, SUITE A, TAMPA, FLORIDA 33629, AS AGENT, INCORPORATIOR, AND PRINCIPLE OFFICER OF THE CORPORATION.

EXECUTED BY THE UNDERSIGNED AT HILLSBOROUGH COUNTY, FLORIDA THIS 24TH DAY OF APRIL, 2001.

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