



MASON & ASSOCIATES
Professional Association
Attorneys at Law

May 17, 2001

VIA EXPRESS MAIL
EL 793078565 US

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: THE TOOL BOX WORLDWIDE EDUCATION, INC.
Our Ref.: 3440.002

100004272101-B
-05/18/01-01128-004
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced Florida corporation. Please file the Articles upon receipt and return a Certificate of Status to our office.

We have enclosed our check in the amount of \$78.75 in payment of the filing fee and the cost of the Certificate of Status.

Should you have any questions or require additional information, we would appreciate a phone call to the undersigned, rather than returning the documents. Thank you for your assistance.

Sincerely,

Lia H. Costello
Legal Assistant

/lh
Enclosures

3440c002.Articles to SOS.051701.doc

01 MAY 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F I L E D

FILED

01 MAY 18 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE TOOL BOX WORLDWIDE EDUCATION, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is THE TOOL BOX WORLDWIDE EDUCATION, INC., and the principal address is 865 South Gulfview Blvd., Apt. 104, Clearwater Beach, FL 33767.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 865 South Gulfview Blvd., Apt. 104, Clearwater Beach, FL 33767. The name of its registered agent at such address is Donald Scoleri.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is One Hundred Thousand (100,000) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Donald Scoleri	865 South Gulfview Blvd. Clearwater, FL 33767

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Dennis G. LaPointe, whose mailing address is 17757 U.S. Highway 19 North, Suite 500, Clearwater, FL 33764.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 17th day of May, 2001.

01 MAY 18 PM 2:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
FILED

By: Dennis G. LaPointe
Dennis G. LaPointe
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as Registered Agent.

By: Donald Scoleri
Donald Scoleri
Registered Agent