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STEVEN T. WITTMER, PA.

ATTORNEYS AT LAW

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ADMITTED IN FLORIDA & GEORGIA

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LEGAL ASSISTANTS:
ERIKA K. BANFELDER
MARTHA J. PENNINGTON, CLA

July 2, 2001

Attn: Kimberly Rolfe
New Filings Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: W01000014542
HOLL-TOOLE, INC.

500004460775--7
-07/06/01--01002--008
*****78.75 *****78.75

Dear Ms. Rolfe:

Enclosed please find the original Articles of Incorporation together with a copy to be certified and returned to our office for the corporation, HOLL-TOOLE, INC.

As you will recall, we attempted to file a corporation under the name of H&O, Inc.; however, the name was already in use by another corporation. Also, the check for the filing fee was being "held" by your office for resubmission of the enclosed Articles.

Should you have any questions concerning this new corporation, please contact me at the telephone number indicated above. Thank you.

Very Truly Yours,


Martha J. Pennington, CLA
Certified Legal Assistant

Enclosures (as stated)

cc: Mr. Mark Hollfelder

FILED
01 JUL -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2001

MARTHA J. PENNINGTON, CLA
C/O STEVEN T. WITTMER, PA
2014 FOURTH STREET
SARASOTA, FL 32437

SUBJECT: H & O, INC.
Ref. Number: W01000014542

We have received your document for H & O, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Kimberly Rolfe
Corporate Specialist Supervisor
New Filings Section

Letter Number: 201A00038044

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01 JUL -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

HOLL-TOOLE, INC.

ARTICLE I NAME:

The name of the corporation shall be **HOLL-TOOLE, INC.**, a Florida corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address is:

722 Albee Road West
Nokomis, FL 34275

ARTICLE III PURPOSE:

The purpose for which the corporation is organized is to operate a retail surf and specialty shop. The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida. The existence of the corporation is perpetual.

ARTICLE IV SHARES

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V: INITIAL OFFICERS/DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

The names and addresses of the members of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
MARK HOLLFELDER	2828 Clark Road, #6 Sarasota, FL 34231
LARRY O' TOOLE	2828 Clark Road, #6 Sarasota, FL 34231

<u>OFFICERS</u>	
MARK HOLLFELDER:	President
LARRY O'TOLLE:	Vice-President
CARY HOLLFELDER:	Secretary
ALICE O'TOOLE:	Treasurer

ARTICLE VI DIRECTOR'S MEETINGS

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VII VOTING

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE VII AMENDMENTS OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE VIII BY-LAWS

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE IX DESIGNATION OF REGISTERED AGENT

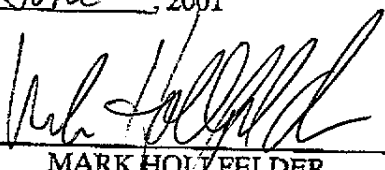
The name and address of the initial registered agent of the is Steven T. Wittmer located at: 2014 Fourth Street, Sarasota, Florida 34237.

ARTICLE X INCORPORATOR

The name and address of the person signing these Articles as the Incorporator is:

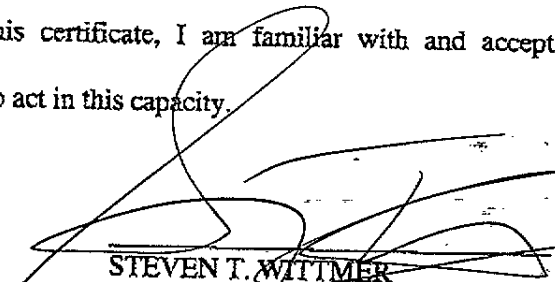
Mark Hollfelder, 2828 Clark Road, Suite #6, Sarasota, FL 34231.

EXECUTED this 18 day of June, 2001


MARK HOLLFELDER

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


STEVEN T. WITTMER

FILED
01 JUL -5 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA