

PO10000096901

Todd's Place, Inc.

September 27, 2001

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

200004621372--2
-10/03/01--01035--001
*****70.00 *****70.00

Gentlemen:

This concerns forming a corporation using the name of:

Todd's Place, Inc.

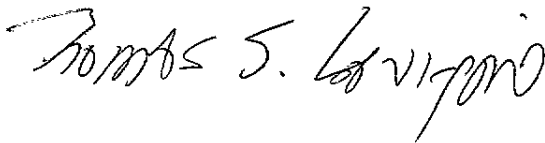
Enclosed are:

1. The original and one copy of the articles of incorporation.
2. A check in the amount of \$70.00 for the registration fee.
3. Certificate of designation for a registered agent and office.

If you have any questions regarding the material, please contact us at the address and phone number given.

Sincerely,

Thomas S. Lavigne
Incorporator



4488 Cool Emerald Drive

Tallahassee, FL 32303

(850) 294-1449

g 10/4/01

EFFECTIVE DATE

10/5/01

Todd's Place, Inc.

2001 OCT -3 PM 1:36

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME AND PURPOSE

The name of the Corporation shall be Todd's Place, Inc. (referred to herein as Corporation). The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE II - GENERAL POWERS

The Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary and convenient to carry out its business and affairs, to the extent permitted by law.

ARTICLE III - EFFECTIVE DATE

These Articles of Incorporation shall be effective October 5, 2001.

ARTICLE IV - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 4488 Cool Emerald Drive, Tallahassee, FL 32303.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Thomas S. Lavigne, 4488 Cool Emerald Drive, Tallahassee, FL 32303.

ARTICLE VI - SHARES

Section 1: Authorized Shares

The number of shares of stock the Corporation is authorized to have outstanding at any one time is 100. All of the shares shall be common stock with a par value of \$1.00 per share.

Section 2: Rights of Shareholders

Holders of Corporation shares (referred to herein as Shareholders) shall have unlimited voting rights and are entitled to receive a proportional amount of the net assets of the Corporation upon dissolution.

Section 3: Issuance of Shares

The Shareholders, in accordance with the voting requirements specified in the Corporation's Bylaws, shall determine the number of shares the Corporation will issue, subject to the limitation specified in Section 1 above. The Shareholders shall also determine the terms and conditions of the sale and issuance of shares.

Section 4: Preemptive Rights

(a) The Corporation elects to have preemptive rights for Shareholders. Shareholders shall have preemptive rights, on uniform terms and conditions to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Shareholders to issue them.

(b) Shares subject to preemptive rights must be acquired by Shareholders for cash within 90 days from the date that notice of such sale and issuance of stock is deemed to be given.

(c) Upon expiration of the 90 day period, Shareholders who purchased shares during said period, shall have preemptive rights to acquire proportional amounts of the unpurchased shares authorized for issuance. For the purposes of this subsection, proportional amounts shall be determined by excluding Shareholders who failed to exercise their preemptive rights for the first sale phase noted in subsections (a) and (b). The terms and conditions which applied to the first phase offer shall also apply to the purchase of the unissued shares.

(d) Shares subject to preemptive rights that are not purchased by Shareholders' may be issued to any person for a period of 90 days after Shareholders' preemptive rights expire. Consideration for said shares must be equal to or greater than the consideration offered to the Shareholders.

Section 5: Corporate Acquisition of Shares

The Corporation may acquire its own shares upon the occurrence of designated events or when the Board of Directors determines that such action is in the best interests of the Corporation. Shares so acquired, constitute authorized but unissued shares. Reissuance of said shares requires the authorization of the Shareholders as specified in Section 3.

Section 6: Restriction of Share Transfer

If a Shareholder desires to sell or in any way transfer ownership of all or part of his/her shares, the Shareholder must first offer the Corporation an opportunity to acquire the shares. Consideration for the sale of such restricted shares shall be set at either par value or the price at which the Shareholder acquired the shares, whichever is greater.

Section 7: Corporate Obligations for Restricted Shares

(a) If a Shareholder desires to sell or transfer ownership of all or part of his/her shares, the Corporation is obligated to acquire all or part of the restricted shares to the extent that it is financially able to make such acquisition. The acquisition must occur within six (6) months of the date that the Board of Directors receives written notice from the Shareholder indicating his or her desire to sell said restricted shares.

(b) Restricted shares that are not acquired by the Corporation within the six (6) month period may be sold or otherwise transferred to any person. Consideration for said restricted shares must be equal to or greater than the consideration offered to the Shareholders.

Section 8: Redemption of Shares

- (a) The Corporation may, at its option, redeem a Shareholder's shares upon the death of the Shareholder at either the par value the price at which the deceased Shareholder acquired the shares, whichever is greater. The Corporation shall exercise its redemption option within 60 days from the date of the Shareholder's death.
- (b) Payment for said redemption shall be in the form of cash or indebtedness at the election of the Corporation. If corporate indebtedness, in whole or part, is used for said redemption, the indebtedness shall be satisfied through equal monthly payments not to exceed 24 months to the heir(s) or the estate of the deceased Shareholder.
- (c) Shares acquired through these redemption provisions constitute authorized but unissued shares. Reissuance of said shares requires the authorization of the Shareholders as specified in Section 3.

ARTICLE VII - BYLAWS

Section 1: Adoption

The Bylaws of the Corporation shall establish the general principles for managing the business and regulating the affairs of the Corporation. The right to adopt Bylaws is specifically reserved to the Shareholders.

Section 2: Changes

Bylaws may be altered, amended, or repealed and new Bylaws adopted at any annual meeting of the Shareholders or at any special meeting of the Shareholders if notice of such proposed action is contained in the notice of meeting.

ARTICLE VIII - DIRECTORS AND OFFICERS

Section 1: Powers of the Board of Directors

All corporate powers, except for those reserved for Shareholders by these Articles of Incorporation and the Corporation's Bylaws, shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors.

Section 2: Number of Directors and Term

The Board of Directors shall consist of not less than one (1) nor more than nine (9) individuals. The Directors shall be elected at the annual meeting of the Shareholders. Each Director shall hold office for one year unless reelected by the Shareholders, or until a successor is elected and qualified.

Section 3: Corporate Officers

The Officers of the Corporation shall consist of a President, Vice President, and Secretary/Treasurer. The same individual may simultaneously hold more than one office in the Corporation.

Section 4: Election of Officers

Each Officer of the Corporation shall be a member of the Board of Directors and shall be elected simultaneously as Director and Officer.

Section 5: Removal of Directors and Officers

The Shareholders may remove one or more Directors and Officers with or without cause through a majority vote of the Shareholders entitled to vote on the matter.

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the Corporation shall be:

DIRECTOR AND PRESIDENT: Thomas S. Lavigne

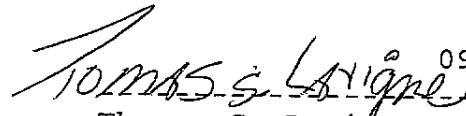
Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas S. Lavigne
4488 Cool Emerald Drive
Tallahassee, FL 32303.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL,
ACKNOWLEDGED AND FILED THE FORGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA, THIS 27th DAY OF
September 2001.

 09/27/01
Thomas S. Lavigne

Todd's Place, Inc. 2001 OCT -3 PM 1:36

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE FLORIDA.

1. The name of the corporation is Todd's Place, Inc.
2. The name and address of the registered agent and office are:

Thomas S. Lavigne
4488 Cool Emerald Drive
Tallahassee, FL 32303.

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated
in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to
the proper and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.


REGISTERED AGENT SIGNATURE

September 27, 2001

DATE

4488 Cool Emerald Drive

Tallahassee, FL 32303

(850) 294-1449