

P02000008775

Edward Casoria, Jr, Esq
Requester's Name
2153 Lee Rd
Address 407-629-9411
Winter Park, FL 32789
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Toes, Inc. (Corporation Name) 800004798298--0 (Document #)
-01/25/02--01058--015
*****70.00 *****70.00
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
TOCS, INC.

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ARTICLE I - NAME

The name of this corporation is TOCS, INC., and the principal office or mailing address of the corporation is 2153 Lee Road, Winter Park, FL 32789.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2153 Lee Road, Winter Park, FL 32789, and the name of the initial registered agent of this corporation at that address is Edward Casoria, Jr..

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

Edward Casoria, Jr.
2153 Lee Road, Winter Park, FL 32789

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

Edward Casoria, Jr.
2153 Lee Road, Winter Park, FL 32789

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

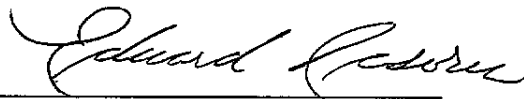
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that TOCS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2153 Lee Road, Winter Park, FL 32789, has named Edward Casoria, Jr., located at 2153 Lee Road, Winter Park, FL 32789, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: January 31, 2002



Edward Casoria, Jr.
Registered Agent

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