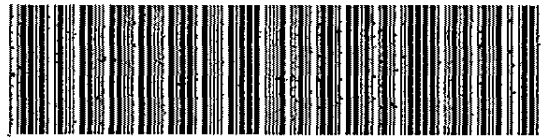


P05000030153

(Requestor's Name)

(Address)



800045432708

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.
P.O. Drawer 400
FORT MYERS, FLORIDA 33902

01/31/05--01011--016 **78.75

(Business Entity Name)

(Document Number)

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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

JAY ANDREW BRETT

JOHN R. STEWART +

CRAIG R. HERSCH**

D. HUGH KINSEY, JR.

MICHAEL B. HILL

OF COUNSEL

JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

+ CERTIFIED PUBLIC ACCOUNTANT (FL)

+ ALSO ADMITTED IN IOWA

9100 COLLEGE POINTE COURT

FORT MYERS, FLORIDA 33919

(239) 334-1141 PHONE

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herseh@sbslaw.com

kinsey@sbslaw.com

hill@sbslaw.com

JOHN K. WOOLSLAIR (1908-1968)

W. A. SHEPPARD (1898-1971)

January 25, 2005

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: TDM, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.


D. Hugh Kinsey, Jr.

DHK:dlb

Enclosures

cc: Mr. John T. Farrell

KS-5471



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 14, 2005

RECEIVED

05 FEB 28 AM 9:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.
P.O. DRAWER 400
FORT MYERS, FL 33902

SUBJECT: MTD, INC.
Ref. Number: W05000006035

We have received your document for MTD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 705A00008200

COPY

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 FEB 28 AM 9: 22

ARTICLES OF INCORPORATION

OF

TDM VENTURES, INC.

THE UNDERSIGNED, JOHN T. FARRELL, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is TDM VENTURES, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 36 West Mariana Avenue, North Fort Myers, Florida 33903, and the name of the initial registered agent of this Corporation at that address is: JOHN T. FARRELL.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOHN T. FARRELL	President/Secretary	36 West Mariana Avenue North Fort Myers, Florida 33903

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
JOHN T. FARRELL	36 West Mariana Avenue North Fort Myers, Florida 33903

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
24th day of January, 2005.

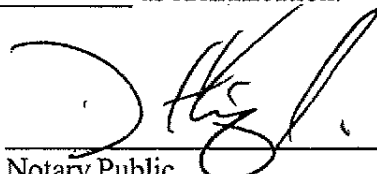


John T. Farrell, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

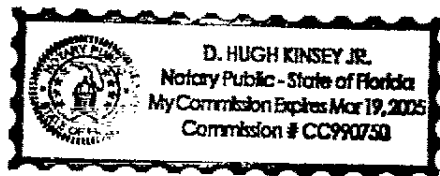
THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of
January, 2005, by JOHN T. FARRELL, () who is personally known to me or (✓)
who produced _____ Florida Driver's License _____ as identification.



Notary Public

(SEAL)
Comm. Exp. Date:
Comm. Number:

Printed Name of Notary: D. HUGH KINSEY, JR.




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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT TDM VENTURES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF NORTH FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED JOHN
T. FARRELL, LOCATED AT 36 WEST MARIANA AVENUE, NORTH FORT MYERS, LEE
COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TDM VENTURES, INC.

(JTF)
Signature:


(Corporate Officer)

Title: President/Secretary

Date:

January 24, 2005

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 FEB 28 AM 9:22

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(JTF)
Signature:


Resident Agent

Date:

January 24, 2005