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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

TOM'S S CORP.

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J. Shivers JUN 15 2005

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**ARTICLES OF INCORPORATION
OF
TOM'S S CORP.**

ARTICLE 1. NAME

The name of this corporation shall be TOM'S S CORP.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is being organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida.

ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand shares at One Dollar (\$1.00) par value per share.

ARTICLE 5. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE 6. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder at the time of the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

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ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Thomas L. LeFevre
480 Blackburn Point Road
Osprey, Florida 34229

ARTICLE 8. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 9. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

480 Blackburn Point Road
Osprey, Florida 34229

The name and address of the individual who shall serve as this corporation's initial registered agent at that address is:

Berlin Law Firm, P.A.
1605 Main Street, Suite 910
Sarasota, FL 34236

ARTICLE 10. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Evan N. Berlin
1605 Main Street, Suite 910
Sarasota, FL 34236

ARTICLE 11. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Evan N. Berlin, Incorporator

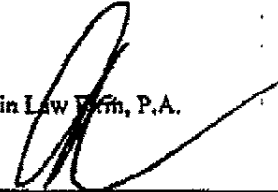
I hereby accept my designation as resident agent and agree to serve as the resident agent of TOM'S S CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered

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agent for TOM'S S CORP.

Berlin Law Firm, P.A.

By: 
Evan N. Berlin
As its President
Registered Agent

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