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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 7 2007

LITCHFORD & CHRISTOPHER

PROFESSIONAL ASSOCIATION

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April 25, 2007

Via Fedex

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Divisions of Corporations
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Tallahassee, Florida 32301

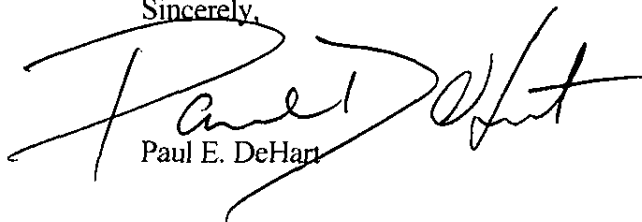
Re: **BLUETOAD, INC.**

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00.

Please call me with any questions.

Sincerely,


Paul E. DeHart

PED/ad

Encls.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 26, 2007

LITCHFORD & CHRISTOPHER
PO BOX 1549
ORLANDO, FL 32802

SUBJECT: BLUE TOAD, INC.
Ref. Number: W07000020339

We have received your document for BLUE TOAD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 307A00028492

**ARTICLES OF INCORPORATION
OF
BLUETOAD, INC.**

FILED
2007 APR 26 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be BlueToad, Inc.

Effective Date *April 19, 2007*

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on April 19, 2007, five business days prior to the filing of these Articles with the Florida Secretary of State, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III

PURPOSE

The general purpose of this Corporation shall be for the operation and design of an internet website that provides users with digital publication opportunities. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any Corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find to be in aid of governmental policy.

(q) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue Two Million (2,000,000) shares of capital stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

Class	Number of Shares	Par Value Per Share
Voting Common Stock	1,000,000	\$.01
Non-Voting Common Stock	1,000,000	\$.01

2. Voting Rights.

The Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for

each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Non-Voting Common Stock shall have no voting or preemptive rights.

3. Preemptive Rights of Voting Common Stock.

Shareholders holding Voting Common Stock shall have preemptive rights, including preemptive rights as to those shares of Voting Common Stock described in Section 607.0630(2)(c), Florida Statutes, and each shareholder holding Voting Common Stock of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation. Shareholders holding Non-Voting Common Stock shall have no preemptive rights.

ARTICLE V

EMPLOYEES' STOCK PURCHASE PLAN

1. This Corporation may, on terms and conditions authorized in this Paragraph, provide and carry out an employee share purchase plan or plans. The plan or plans may provide for the issue and sale, or for the granting of options for the purchase of its unissued shares, or of issued shares not subject to preemptive rights purchased or to be purchased or acquired, to employees of the corporation or of any subsidiary or to a trust on their behalf. Any and all shares sold under the plan or plans shall not be subject to preemptive rights. The plan or plans may fix the consideration for the sale of the shares. Before becoming effective, any employee share purchase plan must be approved or authorized by the shareholders.

2. Each plan may include, among other things, provisions determining or providing for the determination by the board of directors, or any committee designated by the board of directors, of:

- (a) Eligibility of employees (including officers and directors) to participate therein;
- (b) The number and class of shares that may be subscribed for or for which options may be granted under the plan;
- (c) The time and method of payment;
- (d) The price or prices at which shares shall be issued or sold;
- (e) The effect of the death of an employee participating in the plan or termination of his or her employment, including whether there shall be any option or obligation on the part of the corporation to repurchase the shares;

- (f) Restrictions, if any, on the transfer of the shares and the time limits and termination of the plan;
- (g) Termination, continuation, or adjustments of the rights of participating employees on the happening of specified contingencies, including an increase or decrease in the number of issued shares of the class covered by the plan without receipt of consideration by the corporation and including any exchange of shares of that class for stock or securities of another corporation pursuant to a reorganization or merger, consolidation, or dissolution of the corporation;
- (h) Amendment, termination, interpretation, and administration of the plan by the board of directors or any committee designated by the board of directors; or
- (i) Any other matters, not prohibited by law, as may be included in the plan as approved or authorized by the shareholders.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Bradley Wriedt
3501 West Vine St.
Suite 104B
Kissimmee, Florida 34741

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Bradley Wriedt
3501 West Vine St.
Suite 104B
Kissimmee, Florida 34741

ARTICLE VIII
PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 3501 West Vine St., Suite 104B, Kissimmee, Florida 34741. The name and address of the registered agent and office of this Corporation shall be as follows:

Bradley Wriedt
3501 West Vine St.
Suite 104B
Kissimmee, Florida 34741

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X
DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time, it is approved by the board, a committee or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI
INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

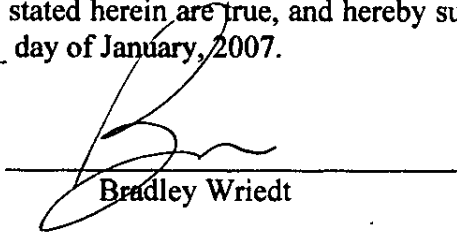
ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 1 day of January, 2007.

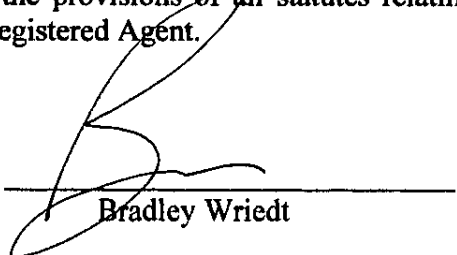


Bradley Wriedt

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1 day of January, 2007.



Bradley Wriedt