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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOOL KINGDOM, INC.
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ARTICLES OF INCORPORATION
OF
TOOL KINGDOM, INC.

The undersigned acting as incorporator of a corporation under Section 607, Florida Statutes, 1990, the Florida Corporation Act, as may be amended from time to time, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is: TOOL KINGDOM, INC.
with its principle place of business located at: 4113 NW 88TH Avenue, Apt. 206, Coral Springs, Florida 33065.

ARTICLE II

PERPETUAL EXISTENCE

The corporation shall commence its existence immediately upon the filing of these Articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND POWERS

The corporation is organized to conduct any and all lawful business for which corporations may be organized under the Florida General Corporation Act.

These Articles of Incorporation prepared by:
Stuart A. Nelson, Esq., FLA BAR NO. 319090
101 NE 3rd Avenue, Suite 300
Fort Lauderdale, FL 33301
(305) 524 -9260

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ARTICLE IV

STOCK

The initial capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

TAX TREATMENT

Any stock issued by this corporation, if qualified, may be entitled to treatment within the meaning of Section 1244 of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares. All said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors, or any former officers and directors, to the fullest extent permitted by law now or thereafter.

ARTICLE VIII

BYLAWS

The power to adopt, alter amend or repeal by-laws shall be vested in the Board of Directors and Shareholders may provide in any by-laws made by them shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE IX

COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of one or more persons, and the Directors may rely on information, opinions, reports or statements, including financial data prepared or presented to such committees.

ARTICLE X

REGISTERED AGENT

The address of the initial registered office of the corporation is: 101 N.E. 3rd Avenue, Suite 300, Fort Lauderdale, Florida 33301, with the privilege of having its offices and branch offices at other places within or without the State and the name of the initial registered agent at such address is: STUART NELSON.

ARTICLE XI

OFFICERS AND INITIAL DIRECTORS

The number of directors of this corporation will not be less than one nor more than four. The name and post office address of the President, Vice-President, Secretary, Treasurer, (any and all of which offices may be held by the same person) and Directors who will hold office until their successors are either elected, appointed, or have qualified is;

RUTH REINER, 4113 NW 88th Avenue, Apt 206, Coral Springs, Florida 33065.
President/Secretary/ Treasurer/Director

These Articles of Incorporation prepared by:
Stuart A. Nelson, Esq., FL Bar No. 319090
101 NE 3rd Avenue, Suite 300
Fort Lauderdale, FL 33301
(305) 524-9260

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ARTICLE XII
INCORPORATOR

The name and post office address of the sole incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State is:

RUTH REINER, 4113 NW 88th Avenue, Apt 206, Coral Springs, Florida 33065.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporations be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 30 day of Jan, 1995.

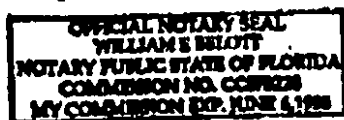

RUTH REINER

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

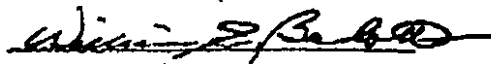
The foregoing instrument was acknowledged before me this 30 day of Jan, 1995, by Ruth Reiner.

NOTARY PUBLIC, STATE OF FLA.

My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statute Secs. 48.091 and 607.0501, the following is submitted:

TOOL KINGDOM, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, State of Florida, has named:

STUART A. NELSON, ESQ.
101 NE 3rd Avenue, Suite 300
Fort Lauderdale, Florida 33301

as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept this appointment, agree to serve in this capacity and to comply with Florida Statute Sec. 48.091, relative to keeping open said principal office.


STUART A. NELSON, ESQ.
Registered Agent

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Prepared by:
Stuart A. Nelson, Esq., FL Bar No. 319090
101 NE 3rd Avenue, Suite 300
Fort Lauderdale, FL 33301
(305) 524-9260