

P 96000078015

James H. Forrester, P.A. ■ **CERTIFIED PUBLIC ACCOUNTANTS**

September 9, 1996
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SEP 10 1996 14:50
-09/10/96--01031--011
***122.50 ***122.50

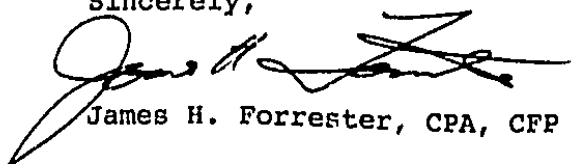
RE: TOUCH TECHNOLOGIES, INC.

Gentlemen:

Attached is the original and one copy of the
Articles of Incorporation for Touch Technologies, Inc.
along with a check for \$122.50.

Should you need any further data, please call us.

Sincerely,


James H. Forrester, CPA, CFP

*Called James
to get directors' add.
in art VIII*

FILED
SEP 10 PM 2:24
TALLAHASSEE, FLORIDA

SN SEP 19 1996

ARTICLES OF INCORPORATION
OF
TOUCH TECHNOLOGIES, INC.

FILED
23 SEP 10 PM 2:24
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Touch Technologies, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of capital stock of this corporation shall be TWO MILLION SHARES consisting of ONE MILLION VOTING SHARES (1,000,000) at One Dollar (\$1.00) par value stock, which stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. The capital stock of the corporation shall also consist of ONE MILLION NONVOTING SHARES (1,000,000). All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 1400 Colonial Blvd. Suite 202 Fort Myers, Fl. 33907. That said corporation shall have the authority to do business at such other place or places within or without the State of Florida, as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a Board of one (1) Director, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and Directors, who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws as determined by the Board of Directors. The name and addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Peter H. Arnold
14730 Lake Olive Dr.
Ft. Myers, FL 33919

President,

Jeffrey M. Tuscan
P.O. Box 338
Alva, FL 33920

Executive Vice-President
Secretary, Treasurer

ARTICLE IX

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE X

The street address of the initial registered office of this corporation is 1400 Colonial Blvd. Ste 202, Ft. Myers, Fl., 33907 and the name of the initial registered agent of this corporation at that address is Jeffrey M. Tuscan.

ARTICLE XI

Each shareholder, wishing to sell any stock must first offer said stock to the corporation at book value at the time of sale. If the Board refuses to purchase said stock at date of the employee leaving the employ of the Company; the Board shall have first right of refusal to purchase said stock upon the former employee producing a signed letter of intent to purchase said stock from a third party. Evidence of means to purchase remains with the employee. Failure to do so shall allow the company to purchase the stock at book value.

ARTICLE XII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein stated are true and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Florida, this 16 day of September 1996.


PETER H. ARNOLD


JEFFREY M. TUSCAN

STATE OF FLORIDA)
 SS
COUNTY OF LEE)

I HEREBY CERTIFY that before the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared JEFFREY M. TUSCAN, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 16th day of September 1996.

Christy Chilton
Notary Public

My Commission Expires:



Fort Myers, Florida

I HEREBY ACCEPT appointment as agent of TOUCH TECHNOLOGIES, INC. a Florida corporation, upon whom process, tax notice or demands may be served.

Jeffrey M. Tuscan
JEFFREY M. TUSCAN

DATED: 9/16/96