

P96002084946

SUBMITTING PERSON

FILED

Carlos M. Garcia
11350 66thn Street North Suite 109
Largo, Florida, 34643

96 OCT -2 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October-- 1, 1996

EFFECTIVE DATE
10-1-96

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahasse, Fl., 32314

RE: Filing Articles of Incorporation
TOCA, Inc.

000001963230
-10/02/96--01082--014
****245.00 ****122.50

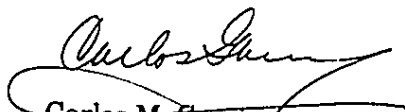
To Whom This May Concern:

Attached herewith, please find one check in the amount of \$122.50 for fees to file the attached Articles of Incorporation for TOCA, Inc. Additionally, please find two executed Articles of Incorporation.

If you have any questions, please do not hesitate to contact me.

Thank you in advance for your consideration, I remain

Sincerely,


Carlos M. Garcia

CG/gq
enclosure

*Wale = 21062
PT 10/15/96*

7



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 4, 1996

CARLOS M. GARCIA
11350 66TH ST N, SUITE 109
LARGO, FL 34643

SUBJECT: TOCA, INC.
Ref. Number: W96LJ0021062

We have received your document for TOCA, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6915.

Pamela Hall
Document Specialist

Lotter Number: 996A00045510

SUBMITTING PERSON

**Carlos M. Garcia
11350 66thn Street North Suite 109
Largo, Florida, 34643**

October-- 1, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl., 32314

**RE: Filing Articles of Incorporation
TOCA, Inc.**

To Whom This May Concern:

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Sincerely,


Carlos M. Garcia

CG/gq
enclosure

**ARTICLES OF INCORPORATION
OF
TOCA, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

10-1-96

The name of this Corporation is **TOCA, Inc.** and its address and mailing address is 11350 66th Street North Suite 109, Largo, Florida, 34643

ARTICLE II. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The Corporation is organized to include the transaction of any lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock, par value 0.1 cent (\$0.001), each (hereafter called "Common Stock").

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is

NAME

ADDRESS

Carlos M. Garcia

11350 66th Street North Suite 109
Largo, Florida, 34643

ARTICLE VI. INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

Carlos M. Garcia

11350 66th Street North Suite 109
Largo, Florida, 34643

ARTICLE VII. INCORPORATORS

NAME

ADDRESS

Carlos M. Garcia

11350 66th Street North Suite 109
Largo, Florida, 34643

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

SIGNATURE AND NOTARY ON FOLLOWING PAGE

Signatures Page to TOCA, Inc.
Articles of Incorporation

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation the 1 day of October, 1996.



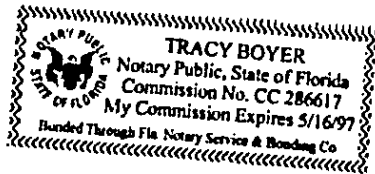
Carlos M. Garcia

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 1st day of
October, 1996, by Carlos M. Garcia. He is personally
known to me and did not take an oath.



NOTARY PUBLIC



Name: Tracy Boyer

My Commission Expires: 5-18-97

Registered Agent Signature
Page to TOCA, Inc.
Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named 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.

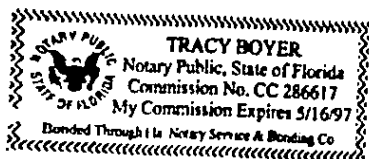
REGISTERED AGENT


Carlos M. Garcia

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 1st day of October, 1996, by Carlos M. Garcia. He is personally known to me and did not take an oath.


NOTARY PUBLIC



Name: Tracy Boyer

My Commission Expires: 5-16-97