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December 4, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of New Corporation

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-12/11/96-01008-004
*****70.00 *****70.00

Dear Sir/Madam:

Please find the enclosed Articles of Incorporation of TOROKASA, Inc. and Acceptance of Service Agent appointment for filing. A check for \$70 is included for the costs of filing.

I have also included an extra copy of each document. Please return a file-stamped copy to me in the enclosed self-addressed stamped envelope.

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

Sincerely yours,



Douglas J. Jacques Jr.

Enclosures

F. O. WESSER

DEC 12 1996

ARTICLES OF INCORPORATION

Article I: Name

The name of the Corporation shall be TOROKASA, Inc.

Article II: Name and Address of Incorporators

The name and address of the sole incorporator is Thomas M. Bonner, 5500-4 Phillips Highway, Jacksonville, Florida 32207.

Article III: Principal Office and Registered Agent

The principal office of the Corporation shall be at 5500-4 Phillips Highway, Jacksonville, Florida 32207. The registered service agent at that address is Thomas M. Bonner.

Article IV: Duration

The Corporation shall have perpetual existence.

Article V: Purposes

The purpose for which this Corporation is organized is to conduct any business activity which is legal under the laws of the State of Florida.

Article VI: Powers

The Corporation may exercise any powers without limitation which any corporation may legally exercise under the Florida Business Corporation Act of the State of Florida pursuant to which this corporation is formed.

Article VII: Capital Stock

Section 1: The Corporation is authorized to issue 1000 shares of no par value Common Stock. All shares shall be issued without Certificates unless authorized by the Board of Directors.

Section 2: Dividends are payable to holders of Common Stock when and as declared by the Board of Directors of the unreserved earned surplus.

Section 3: Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors

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to elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of the Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

Section 4: Each holder of the Common Stock shall be entitled to a proportion of the net assets of the Corporation upon dissolution equal to the holder's proportion of the total number of shares of Common Stock outstanding.

Section 5: The Common Stock shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be nonassessable.

Section 6: Each holder of any share of Common Stock shall have a preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized in the event that the Corporation issues new shares of Common Stock or a current shareholder wishes to sell or exchange his shares of Common Stock. Furthermore, each holder of any share of Common Stock also has the same preemptive right to purchase, subscribe for, or otherwise acquire any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 7: The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article VIII: Commencement of Business

The minimum amount of capital with which the Corporation will commence business is one Dollar (\$1.00).

Article IX: Management

For the management of the business, and for the conduct of the affairs of the Corporation, and for further definition, limitation, and regulation of the powers of the Corporation and its directors and shareholders, it is further provided:

Section 1: The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by these Articles of Incorporation for the next succeeding annual meeting of shareholders and until its successor is elected or until his earlier resignation, removal from office, or death. At any meeting of shareholders at which Directors are to be elected, only persons nominated as candidates shall be eligible for election.

The number of Directors, which shall not be less than one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares represented at the meeting and entitled to vote on such proposal. In the case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

The number of Directors as so changed shall be the number of Directors until further changed in accordance with this Section, provided that no such decrease in the number of Directors shall result in the removal of any incumbent Director or reduction in the term of any incumbent Director. In the event that that the Directors increase the number of Directors, the Directors who are then in office may fill any vacancy created thereby.

Section 2: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

- a. To make, alter, amend, and repeal the Bylaws, subject to the power of the Shareholders, to alter or repeal the Bylaws made by the Board of Directors;
- b. Subject to the applicable provisions of the Bylaws then in effect, to determine from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to Shareholder inspection. No Shareholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until the Shareholder makes a demand to inspect, giving at least five (5) days written notice to the Board;
- c. To authorize and issue, without Shareholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security thereof, any real or personal property of the Corporation, including after-acquired property;
- d. To determine whether any and, if so, what part of the earned surplus of the Corporation shall be paid in dividends to the Shareholders, and to direct and determine other use and disposition of any such earned surplus;
- e. To fix, from time to time, the amount of profits of the Corporation to be reserved as working capital or any other lawful purpose;
- f. To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the

Corporation, and to fix the amount of profits to be shared or distributed, and to determine the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

- g. To designate, by resolution or resolutions passed by a majority of the whole Board, on or more committees, each consisting of tow or more Directors, which, to the extent permitted by law and authorized by the resolutions or the Bylaws, shall have and may exercise the powers of the Board;
- h. To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid; and
- i. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as my be exercised or done by the Corporation, subject to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the Bylaws of the Corporation.

Section 3: No contract or transaction between this Corporation and any of its Directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the Director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested Director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such Director shall have disclosed to or know by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested Director or Directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested Director or Directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the Director's or Directors' interest, be submitted for the approval or ratification of the stockholders.

Article X: Place of Meetings; Corporate Books

Subject to the laws of the State of Florida the Shareholders and the directors shall have the power to hold their meetings, and the Directors shall have the power to have an office or offices and to maintain the books of the Corporation outside the State of Florida, at such place or places as may from time to time be designated in the Bylaws or by appropriate resolution.

Article XI: Amendment of Articles

The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida and additional provisions authorized by such laws as are then in force

may be added. All rights herein conferred on the Directors, Officers and Shareholders are granted subject to this reservation.

Executed this 7 day of November, 1996.



Thomas M. Bonner

Thomas M. Bonner

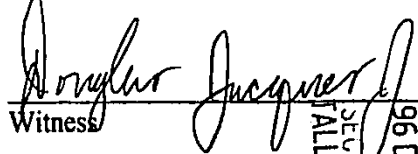
11-07-1996

ACCEPTANCE OF APPOINTMENT

The undersigned, Thomas M. Bonner, being of lawful age does hereby state as follows:

1. That no court has ever declared me legally incompetent.
2. That I have been appointed as registered service agent of TOROKASA, Inc.
3. That the principal office of TOROKASA, Inc. shall be at 5500-4 Phillips Highway, Jacksonville, Florida 32207.
4. That my business address is 5500-4 Phillips Highway, Jacksonville, Florida 32207.
5. That my business address is identical to the address of the principal office of TOROKASA, Inc.
6. That I accept the appointment as registered service agent of TOROKASA, Inc.


Thomas M. Bonner


Witness

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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