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December 31, 1997
P9700000 1826

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32311

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Re: ToolFool.Com, Inc.
Articles of Incorporation

Dear Sir/Madam:

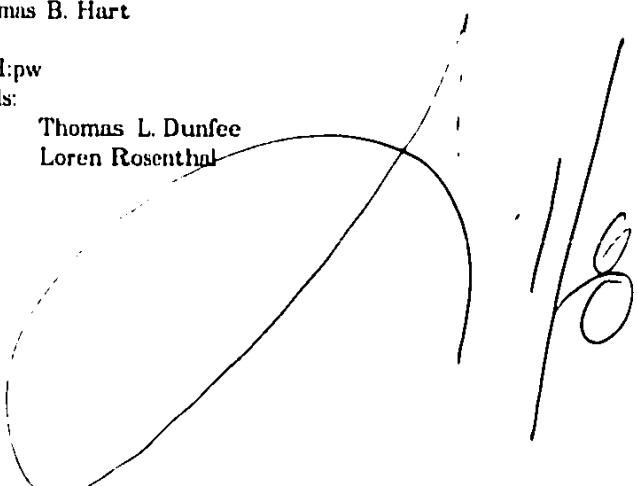
Enclosed please find two originals of the Articles of Incorporation on behalf of ToolFool.Com, Inc. together with a check in the amount of \$122.50, filing fee. Upon filing, please return one stamped original to me in the self-addressed envelope provided for your convenience.

Thank you for your assistance.

Sincerely yours,
HUMPHREY & KNOTT, P.A.


Thomas B. Hart

TBH:pw
Encls:
cc: Thomas L. Dunfee
Loren Rosenthal



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TOOLFOOL.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be ToolFool.Com, Inc. The principal place of business of this corporation shall be 148 Charles Street, Fort Myers, Florida.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 148 Charles Street, Fort Myers, Florida 33905, and the name of the initial registered agent of the corporation at that address is Thomas L. Dunfee.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have two directors initially. The number of directors may be changed from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Thomas L. Dunfee
148 Charles Street
Fort Myers, Florida 33905

Loren Rosenthal
203 East Jersey Road
Lehigh Acres, FL 33936

ARTICLE VIII


INCORPORATOR

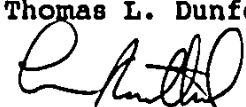
The names and street addresses of the incorporators to these Articles of Incorporation are:

Thomas L. Dunfee
148 Charles Street
Fort Myers, Florida 33905

Loren Rosenthal
203 East Jersey Road
Lehigh Acres, FL 33936

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 31 day of December, 1996.



Thomas L. Dunfee


Loren Rosenthal

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

In pursuance of Chapter 48.091 Florida Statutes, the
following is submitted in compliance with said Act:

First, that ToolFool.Com, Inc., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at 148 Charles Street,
Fort Myers, Florida 33905, has named THOMAS L. DUNFEE residing at
148 Charles Street, Fort Myers, Florida 33905, 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 this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open
said office.

By: 
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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