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| FILINGS 4. | AMENDMENTS | | 1000021465413 -04/17/8701076009 |
| Profit | Amendment | | ****140.00 *****70.00 |
| NonProfit | Resignation of R.A., Off | icer/ Director | |
| Limited Liability | Change of Registered A | gent | |
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| OTHER FILINGS | REGISTRATIO | | |
| Annual Report | QUALIFICATION | UNTA | |
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Examiner's Initials

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ARTICLES OF INCORPORATION

OF

T. O. F. S. M.

The undersigned subscribes to these Articles of Incorporation, a natural person competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation is T. O. F. S. M., Inc.

ARTICLE II.

<u>DURATION</u>: This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III.

CAPITAL STOCK: This corporation is authorized to issue five hundred (500) shares of one dollar (\$1.00) per value common stock.

ARTICLE IV.

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation, of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.

PRINCIPLE OFFICE AND AGENT: The street address of the principle office of this corporation is 564 County Road 210, Craig, Colorado, 81625; and the name of the initial registered agent of this corporation is:

Franklin C. Keuthan, located at: 4736 HIGHWAY 90 EAST
MARIANNA, FLORIDA 32446

ARTICLE VI.

INITIAL BOARD OF DIRECTORS: This corporation shall have one '(1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one '(1). The name and address of the initial director of this corporation is:

Franklin C. Keuthan, 564 County Rd. 210, Craig, CO., 81625.

ARTICLE VII.

INCORPORATOR: The name and address of the person signing
these Articles is:

Franklin C. Keuthan, 564 County Rd. 210, Craig, CO., 81625.

ARTICLE VIII.

INDEMNIFICATION: The corporation shall indemnify it's officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX.

AMENDMENTS: The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment therto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of April, A.D., 1997.

FRANKLIN C. KEUTHAN

I understand and accept the duties and responsibilities as registered agent for the above mentioned corporation.

FRANKLIN C. KEUTHAN

Resident Agent

STATE OF FLORIDA

COUNTY OF JACKSON

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared FRANKLIN C. KEUTHAN, known to me, and known by me to be the person who executed the foregoing Articles of Incopporation, and he acknowledged before me that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 16th day of April, A. D., 1997.

NOTATY PUBLIC

My Commission Expires:



Carolyte R. Goodwin
MY COMMISSION # CC528950 EXPIRES
January 31, 2000
BOKDED THRU TROY FAIR INSURANCE

DIVISION OF COSPORATIONS