

TCC
THE COMPANY CORPORATION

1313 North Market Street
Wilmington, DE 19801-1151
Phone: 302.575.0440
Fax: 302.575.1346
Toll Free: 800.542.2677
www.incorporate.com

P980000006942

January 13, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TOOLTECH, INC.
P3422354TOGRE

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-01/21/98--01087--005
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for TOOLTECH, INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow

Wendy Snow
Corporate Service Incorporator

FILED
98 JAN 21 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc. *NAME IS OKAY PER T.C.C.'S CLIENT &
WILL NOT CONFLICT W/ TOOL TECHNOLOGY, INC.
JAL

JAL 1-22-98

**ARTICLES OF INCORPORATION
OF
TOOLTECH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be **TOOLTECH, INC.**
- SECOND: The address of the initial registered office of the corporation is 410 S. McCall Road, Englewood, FL 34223, County of Sarasota. The name of the registered agent located at said address is Sandra S. Holmgren.
- THIRD: The principal address of the corporation is 410 S. McCall Road, Englewood, FL 34223.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Sandra S. Holmgren 410 S. McCall Road, Englewood, FL 34223.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 12th day of January, 1998.

Wendy Snow

State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of January, 1998 by Wendy Snow.

Susan M. Griffin
Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801. (302) 575-0440.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this TOOLTECH, INC.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of ENGLEWOOD, State of
Florida, has named SANDRA S HOLMGREN located at
410 S. McCALL RD ENGLEWOOD FL 34223
as its agent for service of
process within Florida.

Having been named to accept 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.

Sandra S Holmgren

12/15/97

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 21 PM 2:44

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