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WILLIAM R. PLATT
ATTORNEY AT LAW

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Tampa, FL 33606

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(813) 251-1927 Fax

January 18, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

100002749651--1
--01/21/99--01067--002
*****70.00 *****70.00

EFFECTIVE DATE

1-18-99

Re: Incorporate of Toltec, Inc.

Gentlemen:

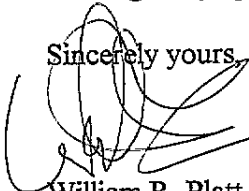
I am enclosing an original and one copy of Articles of Incorporation and the original and one copy of Certificate Designating Place of Business or Domicile for Services of Process within Florida, Naming Agent Upon Whom Process May Be Served for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Charter filing fee	\$35.00
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and Designation of Registered Agent and return the filing receipt to this office.

Your prompt attention to this matter will be greatly appreciated.

Sincerely yours


William R. Platt

WRP:mlc

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FILED
99 JAN 21 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Martha Carkey GAVE
Ms. Platt's secretary -
AUTHORIZATION BY PHONE TO
CORRECT add principal
address to last pg
DATE 1/18/99
DOC. # 100002749651

P. Hall

JAN 27 1999

(6)

ARTICLES OF INCORPORATION

OF

TOLTEC, INC.

FILED
99 JAN 21 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as incorporators of a corporation (the "Corporation") under the provisions of Chapter 607, Florida Statutes, as amended from time to time (referred to herein as the "Law"), adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation is TOLTEC, INC.

EFFECTIVE DATE
1-18-99

ARTICLE II

CORPORATE EXISTENCE AND DURATION. This corporation shall commence existence on January 18, 1999, and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III

1. PURPOSES. The purposes for which the Corporation is organized are as follows:
 - A. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.
2. POWERS. The Corporation, subject to any specific written limitations or restrictions imposed by the Law or by these Articles of Incorporation, shall have and exercise the following powers:
 - A. Statutory Powers. To have and exercise all the powers specified by the Law;
 - B. Entry Into Profit-Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships;
 - C. Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or

foreign corporations, associations, partnerships, individuals or other entities;

D. Stock Options. To grant options for the purchase of stock of the Corporation by employees, officers and directors as from time to time may be approved by the shareholders;

E. Construction of Powers. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to or inference from the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them, nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

3. **CARRYING OUT OF PURPOSES AND EXERCISE OF POWERS IN ANY JURISDICTION.** The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

4. **LIMITING PROVISION.** Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking, insurance or engineering.

ARTICLE IV

1. **NUMBER OF AUTHORIZED SHARES.** The aggregate number of shares that the Corporation shall have authority to issue is one hundred (100) shares of Capital Stock with a par value of \$1.00 per share.

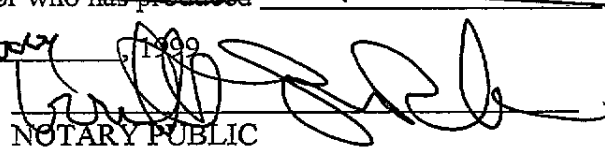
2. **SHARES NOT TO BE DIVIDED INTO CLASSES.** The shares of the Corporation are not to be divided into classes.

3. **NO SHARES ISSUED IN SERIES.** The Corporation is not authorized to issue shares in

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Subscribed, sworn to and acknowledged before me by SEAN MARTINEAU, the
Subscriber, who is personally known to me ~~or who has produced~~ _____ as
identification on the 12th day of January, 1999


NOTARY PUBLIC

My Commission Expires:

WILLIAM R. PLATT
Notary Public, State of Florida
My comm. expires August 1, 1999
No. CC 485361


series.

4. BY-LAWS. The initial By-Laws shall be adopted by the Shareholders. The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the shareholders. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Law or these Articles of Incorporation.
5. AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by law.

ARTICLE V

1. MANAGEMENT OF CORPORATION BY SHAREHOLDERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Shareholders of this corporation.
2. SHAREHOLDER QUORUM AND VOTING.
 - A. A quorum at a meeting of Shareholders shall consist of not less than 75% of the shares entitled to vote, represented in person or by proxy. If a quorum is present, the affirmative vote of 50% of the shares represented at the Meeting and entitled to vote on the subject matter shall be the act of the Shareholders.
 - B. The affirmative vote of 75% of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following actions: mergers, sale of assets in other than the ordinary course of business, dissolution, and creation of indebtedness exceeding \$50,000.00 ..

IN WITNESS WHEREOF, the parties have hereunto signed these Articles of Incorporation this 12 day of January, 1999.


SEAN MARTINEAU, INCORPORATOR
1022 Frankland Road
Tampa, Florida 33629

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

FILED

99 JAN 21 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance

with said Act:

That Toltec, Inc. desiring to organize under the laws of the State of Florida with its principal place of business in the City of Tampa, County of Hillsborough, State of Florida, has named Jane Perdigon Martineau as its Registered Agent to accept service of process within this State at 1022 Frankland Road, Tampa, Florida 33629, its Registered Office. The principal address is the same as the registered office.

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 Chapters 607 and 48.091 relative to keeping open said office.

Jane Perdigon Martineau
Jane Perdigon Martineau
Registered Agent

Dated: 1/15/98