

ALEXANDRA V. RIEMAN, P.A.

ATTORNEY AT LAW

February 4, 1999

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

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-02/08/99--01065--011
****122.50 ****78.75

Re: Articles of Incorporation - Tools On Line, Inc.

Division of Corporations:

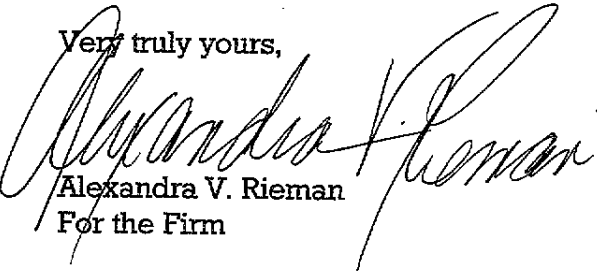
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation; and
2. Check in the amount of \$122.50 for the filing fee.

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,


Alexandra V. Rieman
For the Firm

Enclosures
AVR/tlc

FILED
99 FEB -8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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99 FEB -8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
TOOLS ON LINE, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I
NAME

The name of this corporation shall be TOOLS ON LINE, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

ARTICLE III
GENERAL POWERS

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than TWO HUNDRED DOLLARS (\$200.00).

ARTICLE VI
PRINCIPAL OFFICE AND REGISTERED AGENT

The initial address of the principal of this corporation shall be 2017 N.E. 24 Street, Wilton Manors, Florida 33305. The registered agent of this corporation shall be Alexandra V. Rieman, 2856 East Oakland Park Boulevard, Fort Lauderdale, Florida 33305. The Board of Directors may, from time to time, move the principal office, the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

ARTICLE VII
INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors is:

<u>Name</u>	<u>Address</u>
Alexandra V. Rieman	2856 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

ARTICLE VIII
SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Alexandra V. Rieman	2856 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

ARTICLE IX
SPECIAL PROVISIONS

Special provisions for the regulation of the corporation are:

Section a. The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

Section b. Every shareholder, upon the sale of any new issue of 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Section c. Cumulative voting for directors shall be permitted.

Section d. The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 4th day of February, 1999, at Broward County, Florida

Theresa L. Coppa
Witness

THERESA L. COPPA
Witness Printed Name

Alexandra V. Rieman
Alexandra V. Rieman, Subscriber

Barrie Ellen Sjogren-Cover
Witness

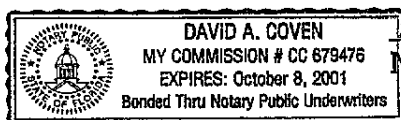
Barrie Ellen Sjogren-Cover
Witness Printed Name

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me personally appeared, to me known to be the person described in or who produced the following identification _____ and who executed the same foregoing certificate of incorporation, and he acknowledged before me that she executed the same freely and voluntarily for the purposes therein set forth.

WITNESS my hand and official seal in the county and state above written, this 4th day of February, 1999.

My commission expires



David A. Coven
Notary Public

Acceptance by Resident Agent

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for TOOLS ON LINE, INC.

Alexandra V. Rieman
Alexandra V. Rieman
2856 East Oakland Park Boulevard
Fort Lauderdale, Florida 33305

FILED
99 FEB -8 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA