

July 29TH, 1999

Secretary of State
Division of Corporations

P.O. Box 6327

Tallahassee, Florida

32314

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*****70.00 *****70.00

Re: Tomron, Inc.

Dear Sir:

Enclosed please find herewith the original and one copy of the Articles of Incorporation of the above captioned proposed corporation.

Further, please find enclosed check in the amount of \$70.00 to cover the incorporation fees.

Should there be any need to contact me, I can be reached during the day at (727)789-5119. Your kind and early attention hereto would be greatly appreciated.

Very truly yours,

Thomas U. Smith

Thomas U. Smith
390 Sweetgum Court
Palm Harbor, Fl 34683

enclosures:

1. Articles of Incorporation
2. Designation of Registered Agent
3. Check in the amount of \$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

F. CHESTER

AUG 9 1999

ARTICLES OF INCORPORATION
OF

Tomron, Inc.

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation shall be:
Tomron, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

The amount of authorized capital stock of this corporation shall be:

ten million shares (10,000,000)

at a par value of: \$00.00001

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than:

One Hundred Dollars (\$100.00)

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The place of business as well as the principal office of this corporation shall be:

35928 US Highway 19

Palm Harbor, Florida 34684

and it may have such other places of business in the State of Florida that the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than nine (9) members, as the same may be provided by the By-Laws of the corporation, and the following Officers, to wit:

a President,

a Vice-President,

a Secretary/Treasurer,

and such other Officers as the Board of Directors may elect. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the Officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of that annual stockholders meeting. Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following Officers together with the after named Board of Directors:

President	-Thomas U. Smith
Vice-President	-Ronald J. Valicoff
Secretary/Treasurer	-Ronald J. Valicoff

ARTICLE VIII

The names and Post Office addresses of the first Board of Directors, who subject to the provisions of these articles

for the first year of the corporations existence or until
their successors are duly elected and qualified are:

Member and Interim Chairperson

Thomas U. Smith
390 Sweetgum Court
Palm Harbor, 34683

Other Members

Ronald J. Valicoff
1112 Bramblewood Dr.
Safety Harbor, Fl 34695

ARTICLE IX

The annual meeting of the stockholders of this corporation
shall be fixed by the By-Laws.

ARTICLE X

The names and places of residence of the incorporators of
this corporation and the amount of shares of stock
subscribed for by each are as follows:

Thomas U. Smith	1,000,000 (one million) shares
390 Sweetgum Court	
Palm Harbor, 34683	

Ronald J. Valicoff	1,000,000 (one million) shares
1112 Bramble Wood Drive	
Safety Harbor, FL 34695	

ARTICLE XI

The members of the Board of Directors, or an Executive
Committee shall be deemed present at a meeting of such
board or Committee if a conference telephone, or similar
communication equipment by means of which all persons
participating in the meeting can hear each other, is used.

IN WITNESS THEREOF, we have hereunto subscribed
our hands and seals this 29th day of July, 1999

Thomas U. Smith (SEAL)
Thomas U. Smith, President

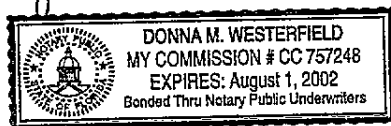
Ronald J. Valicoff (SEAL)
Ronald J. Valicoff, Vice President

STATE OF FLORIDA)
: ss
COUNTY OF Pinellas.)

ON THIS DAY, personally appeared before me, the undersigned authority duly
authorized to administer oaths, Thomas U. Smith and Ronald J. Valicoff, to me
well known to be the persons described herein and who executed the above and
foregoing proposed Corporate charter and they acknowledged that they executed
the same for the purposes therein expressed. IN WITNESS THEREOF, I have
hereunto set my hand and seal at City of Palm Harbor, County of Pinellas,
this 29th day of July, 1999.

Florida Driver's license presented
by both, for identification

Donna M. Westerfield (SEAL) NOTARY PUBLIC



DESIGNATION OF REGISTERED AGENT

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

Tomron, Inc.

desiring to operate under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Palm Harbor, County of Pinellas, State of Florida,

has named: Thomas U. Smith

located at: 390 Sweetgum Court

Palm Harbor, County of Pinellas

State of Florida, 34683

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 provision of said Act relative to keeping said office open.

By Thomas U. Smith

Thomas U. Smith
Registered Agent

July 29th, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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