

LAW OFFICES OF
DAVIS MARLOWE MARTENS DUNAJ & MARLOWE
A Partnership of Professional Associations

Please reply to:
New Port Richey

P00000087120

September 7, 2000.

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700003392507--7
-09/13/00--01106--013
****131.25 *****87.50

SUBJECT: TOTAL SERVICE SOLUTIONS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate

\$122.50
Filing Fee &
Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

From: Davis Marlowe Martens Dunaj & Marlowe
8726 Old County Road 54, Suite E
New Port Richey, FL 34653
Daytime Phone: (727) 376-3330

NOTE: Please provide the original and one copy of the articles.

Sincerely:
Davis Marlowe Martens Dunaj & Marlowe

By: 
Russell G. Marlowe, Esq.

FILED
00 SEP 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gc 9/14

**ARTICLES OF INCORPORATION
OF
TOTAL SERVICE SOLUTIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
00 SEP 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the corporation shall be Total Service Solutions, Inc.

Article II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

Article III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is ONE THOUSAND shares. All such shares shall be of a single class, designated as common.

Article IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

Article V

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

Article VI

The corporation elects to have preemptive rights.

Article VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

Article VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Article IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

Article X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of TWO directors whose name and addresses are as follows:

Name	Address
John F. Thompson, III	5814 Taywood Drive Tampa, FL 33624
Stephen J. Miklos	6725 River Road New Port Richey, FL 34652

Article XI

The initial registered agent of the corporation is Russell G. Marlowe. The street address of the corporation's initial registered office is 8726 Old County Road 54, Suite E, New Port Richey, FL 34653.

Article XII

The principal place of business of this corporation shall be:

Physical Address: 12157 W. Linebaugh Avenue, #185, Tampa, FL 33626-1

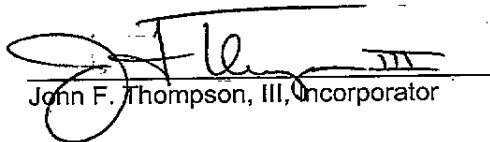
Article XIII

Mailing Address: Same as Above.

Article XIV

The name and address of the incorporator to these Article of Incorporation is John F. Thompson, III, 5814 Taywood Drive, Tampa, FL 33624

The undersigned incorporator has executed these Articles of Incorporation this 21 day of August, 2000.


John F. Thompson, III, Incorporator

Acceptance By Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Russell G. Marlowe, Registered Agent

FILED
00 SEP 13 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA