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Division of Corporations

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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA PROFIT/NON PROFIT CORPORATION

TDC ASSET HOLDING CORPORATION

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ARTICLES OF INCORPORATION

OF

TDC ASSET HOLDING CORPORATION

The undersigned incorporator hereby forms a business corporation pursuant to the Florida Business Corporation Act (the "Act"), and to that end hereby sets forth:

1. The name of the Corporation is TDC Asset Holding Corporation
2. The Corporation is authorized to issue 100,000 shares of stock, all of one class, designated as Common Stock.
3. The street address of the initial registered office of the Corporation is 100 East Sybelia Avenue, Suite 225, Maitland, County of Orange, Florida 32751, and the name of the initial registered agent of the Corporation at such address is Chad Hagle.
4. The street address of the principal office of the Corporation is 100 East Sybelia Avenue, Suite 225, Maitland, County of Orange, Florida 32751.
5. To the fullest extent permitted in the Florida Business Corporation Act, the Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend and rescind the Bylaws of this Corporation.

6. The name and address of the incorporator are:

Nicole Zimmerman
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 North Eola Drive
Orlando, FL 32801

7. To the fullest extent permitted by applicable law, no Director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. This Article shall not impair any right to indemnity from the Corporation that any Director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a Director with respect to acts or omissions occurring prior to such repeal or modification.

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8. The number of Directors of the Corporation shall be fixed by the Bylaws.

The number of Directors constituting the initial Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as Directors until the first meeting of the shareholders or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Marc L. Hagle	100 East Sybelia Avenue Suite 225 Maitland, Florida 32751
Walter T. Krumm	4951 Gulf Shore Boulevard PH 301 Naples, Florida 34103
Chad Hagle	2062 Business Center Drive Suite 115 Irvine, CA 92612
Damon Dunn	2062 Business Center Drive Suite 115 Irvine, CA 92612

9. These Articles will be effective upon filing.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this the 19th day of September, 2006.



Nicole Zimmerman, Incorporator

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Acceptance of Registered Agent

The undersigned hereby accepts the designation as Registered Agent of TDC Asset Holding Corporation


Chad Hagle

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