

PO6000155075

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P  
Account Number : I20060000135  
Phone : (305)789-3200  
Fax Number : (305)789-3395

FLORIDA PROFIT/NON PROFIT CORPORATION

TTO Manager, Inc.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**TTO MANAGER, INC.**

ARTICLE I. - NAME AND ADDRESS

The name of this corporation is TTO MANAGER, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 3059 Grand Avenue, Suite 410, Miami, Florida 33133.

ARTICLE II. - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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ARTICLE IV. - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<b>Name</b>	<b>Address</b>
Stearns Weaver Miller Weissler Alhdeff & Sitterson, P.A.	c/o Richard E. Schatz 150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE V. - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<b>Name</b>	<b>Address</b>
Richard E. Schatz	150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE VII. - BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation are:

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<u>Name</u>	<u>Address</u>
Sherwood Weiser	3059 Grand Avenue, Suite 410 Miami, Florida 33133

ARTICLE VIII. - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX. - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X. - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of December, 2006.

  
Richard E. Schatz, Incorporator

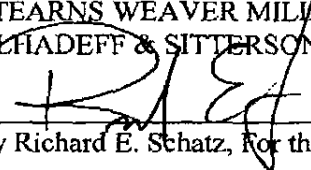
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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and state that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

STEARNS WEAVER MILNER WEISSLER  
ALHADEFF & SITTERSON, P.A.

  
By Richard E. Schatz, For the Firm

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