

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PP98000021470

TLD Enterprises, Inc

- Art of Inc. File 700002447677--5
- LTD Partnership File 03/05/98 01014-013
- Foreign Corp. File ****122.50 ****122.50
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -6 PM 12:59

FILED

RECEIVED
98 MAR -5 AM 10:05
DIVISION OF CORPORATION

~~PP98000021470~~
98 3-6-98

Signature _____

Requested by: DW

Name _____

Date 3-5-98

Time 9:43

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32302

SUBJECT: TLD ENTERPRISES, INC.
Ref. Number: W98000004888

We have received your document for TLD ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 898A00012129

Corrected

RECEIVED
98 MAR 5 AM
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
TLD ENTERPRISES, INC.**

FILED
98 MAR -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME OF CORPORATION

The name of this Corporation is: TLD Enterprises, Inc.

ARTICLE II- DURATION OF CORPORATE EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE III- PURPOSE OF CORPORATION

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

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V- PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

861 W. Morse Blvd., Suite 250, Winter Park, Florida 32789

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

- A. The street address of the initial registered office of this Corporation is:
2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511
- B. The name of the initial Registered Agent of this Corporation at such address is:
M. Joseph Dickerson

ARTICLE VII- BOARD OF DIRECTORS

This Corporation shall have one Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Timothy L. Dickerson, 1127 Pointe Newport Terrace, #209, Casselberry, Florida 32707

ARTICLE VIII- INCORPORATOR

A. The name of the person signing these Articles is: M. Joseph Dickerson

B. The address of the person signing these Articles of Incorporation is:

2020 West Brandon Blvd., Suite 206, Brandon, Florida 33511

ARTICLE IX- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X- REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XI- INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the

board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

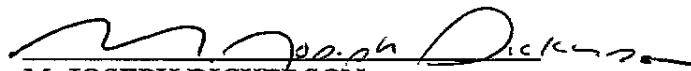
b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XII- EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

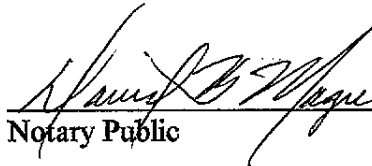
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4TH day of MARCH, 1997.


M. JOSEPH DICKERSON

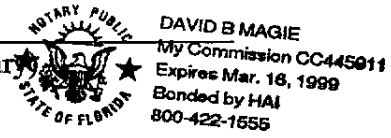
STATE OF FLORIDA:

COUNTY OF HILLSBOROUGH:

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of MARCH, 1998 by M. Joseph Dickerson, who is personally known to me or has produced _____ as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]



Notary Public

(Printed Name of Notary) 

My Commission Expires:

(Serial Number, if any)

MJD:pb
TLDCORP

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for TLD Enterprises, Inc. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.


M. JOSEPH DICKERSON

MJD:pb
TLDCORP

FILED
98 MAR -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA