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MAY 05 1998 09:35 FR BUTZEL LONG

561 368 4668 TO 18509224001

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FLORIDA DIVISION OF CORPORATIONS

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105147001567

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CONTACT: KERA J DRAETTA
PHONE: (561)368-2151
(561)368-4668

FAX #:

NAME: TSL MARKETING, INC.

AUDIT NUMBER.....H98000008455

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

TSL MARKETING, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is TSL MARKETING, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 4401 Trevi Court, Lake Worth, FL 33467. The name of the Corporation's initial registered agent is Philip H. Forbes, Esq.

Prepared by:
Philip H. Forbes
BUTZEL LONG, P.C.
11382 Prosperity Farms Road, 227
Palm Beach Gardens, FL 33410
(561) 368-2151
Bar #0180356

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ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Richard J. Valerio	4401 Trevi Court Lake Worth, FL 33467

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Richard J. Valerio, 4401 Trevi Court, Lake Worth, FL 33467.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

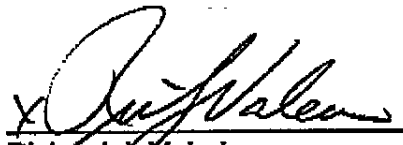
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ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

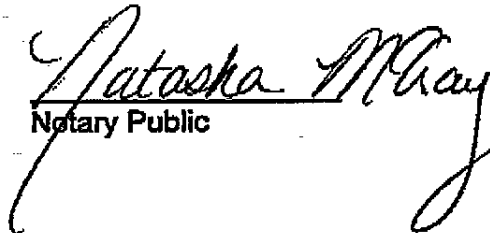
Dated this 27 day of April, 1998


Richard J. Valerio
Incorporator

STATE OF New York)
COUNTY OF Albany) ss.

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by Richard J. Valerio, who is personally known to me or did produce a drivers license and did take an oath.

NATASHA MCCRAY
Notary Public, State of New York
Qualified in Albany County
Reg. No. 01902239778
Commission Expires 2-26-2000


Notary Public

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MAY 05 1998 09:37 FR BUTZEL LONG

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MAY 01 1998 15:06 FR BUTZEL LONG

561 368 4668 TO PALM BEACH GARDE P.02/02

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That TSL MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 4401 Trevi Court, Lake Worth, FL 33467, has named Philip H. Forbes, Esq., located at BUTZEL LONG, P.C., 1200 North Federal highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Philip H. Forbes

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SECRETARY OF STATE
Tallahassee Florida

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** TOTAL PAGE.02 **