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South Florida Electronic Services, Inc.

734 N.W. 141st Street
Miami, Florida
(305) 681-0039

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-11/19/99-01054-013
*****78.75 *****78.75

State of Florida
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

Re: New corporation

Gentlemen:

Enclosed are the Articles of Incorporation for:
T & E PROPERTY MANAGEMENT, INC.

A check in the amount of \$78.75 is enclosed for:

1. Filing fees
2. Resident Agent Registration
3. Certificate of Status

Please process. If you have any questions, please do not hesitate to phone.

Sincerely yours,

Michael B. Lewis

Michael B. Lewis
Managing Agent

BLA:ba
Enclosures

PH 11/23/99 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
T & E PROPERTY MANAGEMENT, INC.

The undersigned persons, acting as incorporators of a corporation organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is T & E Property Management, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

4442 Northwest 203 Street
Miami, Florida 33055

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 500 shares with no par value

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.

ARTICLE V
DIRECTORS

The persons constituting the initial Board of Directors are Timothy A. Smathers and Edward L. Smathers. After the initial Board of Directors, the Board shall consist of such

number of directors as shall be determined by the shareholders at their Annual Meeting at which time the Directors are appointed &/or elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for:

1. breaches of the duty of loyalty,
2. acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law,
3. declaration of unlawful dividends or unlawful stock repurchases or redemptions,
4. a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. 2 No Shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the

shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only with thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or the Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the Board of Directors.

ARTICLE VIII INCORPORATORS

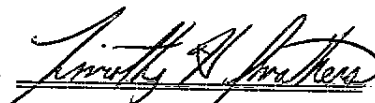
The following persons are the original incorporators:

Timothy A. Smathers
4442 NW 203 Street
Miami, Florida 33055

Timothy H. Smathers
4442 NW 203 Street
Miami, Florida 33055

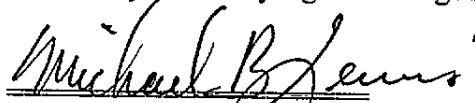
CERTIFICATION: I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Signature


Signature

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, A Notary Public, appeared the incorporators, Timothy A. Smathers and Timothy H. Smathers, whom to me are personally known to be said persons, and the voluntarily and freely sign the foregoing instrument this 16 day of October, 1999.


Michael B. Lewis

My commission expires: Nov. 11, 2001



ARTICLE IX
NAME AND ADDRESS OF INITIAL CORPORATE OFFICE

The name and mailing address of this Corporation is:

T & E Property Management, Inc.
444 NW 203 Street
Miami, Florida 33055

ARTICLE X
OFFICERS AND DIRECTORS

The incorporators shall act as the officers and directors of this corporation.

The initial officers who shall hold office the first year of the corporations existence or until their successors are elected are:

Timothy A. Smathers	President, Resident Agent, Director
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Timothy H. Smathers	Secretary-Treasurer, Director
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ARTICLE XI
DESIGNATION OF RESIDENT AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the corporation, T & E Property Management, Inc., submits the following statement in designating the Registered Agent.

The name of the corporation is T & E Property Management, Inc.
The address of the corporation is 4442 NW 203 Street, Miami, Florida 33055.

The name of the Registered Agent is Timothy Smathers
The address of the Registered Agent is 4442 NW 203 Street, Miami, Florida 33055.

ARTICLE XII
STATEMENT OF REGISTERED AGENT

Having been named to accept service of process for T & E Property Management, Inc., at the place designated in the certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as the Registered Resident Agent as stated in Section 607.325 of the Florida Statutes.

Timothy A. Smathers
Signature

11/16/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC, appeared Timothy A. Smathers, whom to me is personally known, and he swore to the forthrightness of the documentation and accepted the office of Registered Agent for T & E Property Management, Inc. this 16 day of October, 1999.

Michael B. Lewis
Michael B. Lewis
Notary Public
State of Florida

My commission expires: Nov 11, 2001



MICHAEL B. LEWIS
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.