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BLUE CHIP HOLDINGS, INC.
(Corporate and Resident Agent Services)
email – rgoethel@marketfacts.com
RKGoeth@aol.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100 N.W. 37th Ave.
3rd Floor
Miami, Florida 33125
Miami Tel: (305) 643-5580
Toll Free: (800) 741-5441X580
Fax: (305) 649-6312

January 12, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida

Re: TD Time Holdings, Inc. (Corporate Formation)

Gentlemen:

Please find enclosed the following:

1. Articles of Incorporation of TD Time Holdings, Inc. (original and 1 copy)
2. Blue Chip Holdings Check # 1148 payable to the Florida Department of State in the amount of \$78.75, which represents the cost of corporate formation, including filing fee, resident agent designation and certified copy.

Please send a certified copy of the Articles to the undersigned at the above referred to address. If you have any questions or require any additional information, please contact the undersigned at your convenience. Thanking you in advance for your prompt attention and cooperation.

Sincerely,



Richard K. Goethel
President

Encl.

**ARTICLES OF INCORPORATION
OF
TD TIME HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be TD TIME HOLDINGS, INC., whose principal office shall be located at 100 N.W. 37th Ave., 3rd Floor, Miami, Florida 33125. The Board of Directors may from time to time move the principal office to another location in Florida.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the corporation is Terry Northcott.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time hereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation is:

<u>Office</u>	<u>Name</u>	<u>Address</u>
Director	Terry Northcott	100 N.W. 37th Ave. Miami, Florida 33125

ARTICLE VII - SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts.

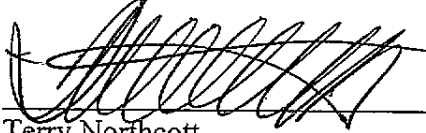
ARTICLE VIII - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 12 day of January, 2000.



Terry Northcott
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is T D TIME HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Richard K. Goethel
100 NW 37th Ave.
3rd Floor
Miami, Florida 3325


Richard K. Goethel

Date: January 12, 2000

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Richard K. Goethel
Date: January 12, 2000