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TALLAHASSEE FLORIDA

January 14, 2000

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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

Subj: Incorporation of TSG INC.

Dear Sir:

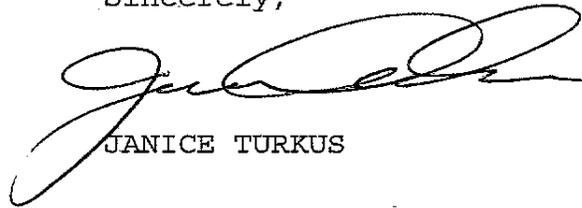
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,


JANICE TURKUS

Per Kim -
Give courtesy call

1/26
Informed client of
Corp. G144823.
Spoke with Renee.

ARTICLES OF INCORPORATION

OF

TSG INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is

TSG INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 398 Arapahoe Lane N.E., Palm Bay, FL 32907, and the name of the initial registered agent of this corporation at that address is JANICE TURKUS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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 names and addresses of the initial directors of this corporation is:

JANICE TURKUS	CONNIE SUTTON
398 Arapahoe Lane N.E.	398 Arapahoe Lane N.E.
Palm Bay, FL 32907	Palm Bay, FL 32907

PAUL RODRIGUES
398 Arapahoe Lane N.E.
Palm Bay, FL 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 398 Arapahoe Lane N.E., Palm Bay, FL 32907, and the mailing address of the corporation is 398 Arapahoe Lane N.E., Palm Bay, FL 32907.

ARTICLE IX. INCORPORATOR

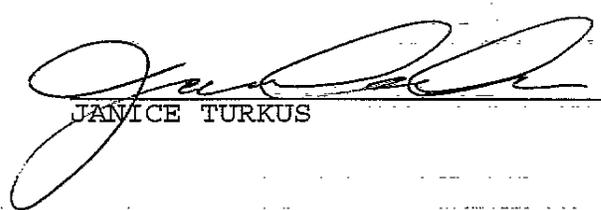
The name and address of the person signing these articles are:

JANICE TURKUS
398 Arapahoe Lane N.E.
Palm Bay, FL 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

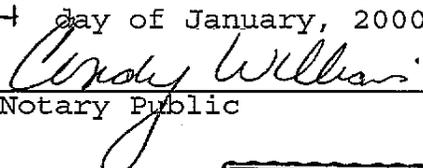
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 14th day of January, 2000.

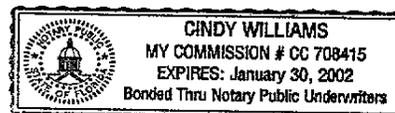

JANICE TURKUS

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JANICE TURKUS to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14 day of January, 2000.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

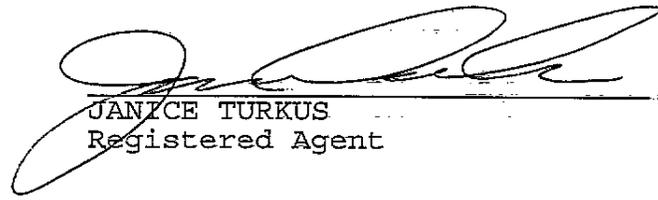
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, and Section 607.034 Florida Statutes, the following is submitted:

That TSG INC., desiring to organize under the laws of the State of Florida, with its principal office at 398 Arapahoe Lane N.E., Palm Bay, FL 32907, has named JANICE TURKUS, located at 398 Arapahoe Lane N.E., Palm Bay, Brevard County, Florida 32907, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JANICE TURKUS
Registered Agent