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FEBRUARY 21, 2000

ATTN: SECRETARY OF STATE
DIVISION/CORPORATIONS
FILING DEPARTMENT
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

900003150859--2
-02/29/00--01009--017
****122.50 *****78.75

RE: ARTICLES OF INCORPORATION; TGC, INC.


DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION FOR THE ABOVE REFERENCED CORPORATION. ALSO,
ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

AT YOUR EARLIEST CONVENIENCE PLEASE RETURN A COPY OF THIS
DOCUMENT. I HAVE ENCLOSED UPS ENVELOPE.

OF COURSE, THIS IS AN EMERGENCY AND I WOULD APPRECIATE
YOUR EARLIEST EFFORTS.

SINCERELY,


BRIAN D. SMITH
ENC.

BRIAN D. SMITH
ATTORNEY AT LAW

SUITE 372, 420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

(305) 672-7000

Brian GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA
DATE 3/7
DOC. EXAM BC

FILED
00 FEB 28 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-7
DC

ARTICLES OF INCORPORATION
OF
T.G.C. INC.

FILED
00 FEB 28 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be T.G.C. INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 1500 NW 12TH AVENUE #1804, Miami, Florida 33136.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Scott Kelly, 1500 NW 12th Avenue #1804, Miami, Florida 33136.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two Board of Directors. The number of directors may be increased from time to time as provided in the By-Laws. The names and addresses of the initial directors are:

Scott Kelly
1500 NW 12TH Avenue #1804
MIAMI, FLORIDA 33136

Malik White
1500 NW 12TH Avenue #1804
Miami, Florida 33136

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Scott Kelly
1500 NW 12TH Avenue #1804
MIAMI, FLORIDA 33136

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

I ACCEPT DESIGNATION AS REGISTERED AGENT.

IN WITNESS WHEREOF, The undersigned incorporator executed these Articles of Incorporation this 24 day of February, 2000.

Scott Kelly
Scott Kelly /REGISTERED AGENT/INCORPORATOR

FILED
00 FEB 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA