

GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL *†
CHRISTOPHER H. MARINE

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

TELEPHONE (561) 231-1100

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* BOARD CERTIFIED IN CIVIL TRIAL
AND BUSINESS LITIGATION
† ALSO ADMITTED IN MA AND DC

DAVID M. CARTER
TODD W. FENNELL, LL.M.
TROY B. HAFNER, LL.M. ‡
SUSAN L. CHENAUULT Δ
ELSBETH T. PESHEL, LL.M. ∇

‡ BOARD CERTIFIED IN ESTATES & TRUSTS
Δ ALSO ADMITTED IN MD
∇ ALSO ADMITTED IN NV AND NY

February 8, 2000

Division of Corporations
Florida Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Tomkat Corporation

600003134126--0
-02/14/00--01073--008
*****78.75 *****78.75

Dear Sir or Madame:

Enclosed for filing with your office is the original Articles of Incorporation of Tomkat Corporation.
Also enclosed is this firm's check in the amount of \$78.75 representing payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	<u>\$ 78.75</u>

An extra copy of the Articles of Incorporation is enclosed for your use in providing a certified copy to the undersigned once the Articles have been filed. Of course, if you should have any questions concerning the enclosed documents, please do not hesitate to give me a call.

Kindest regards,


Troy B. Hafner

TBH/jkl

Enclosures

Signed in Mr. Hafner's
absence to prevent a
delay in mailing

FILED
00 MAR 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 14 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 2000

TROY B. HAFNER
GOULD, COOKSEY, FENNELL, ET AL
979 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: TOMKAT CORPORATION
Ref. Number: W00000004468

We have received your document for TOMKAT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 100A00008609

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

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March 9, 2000

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

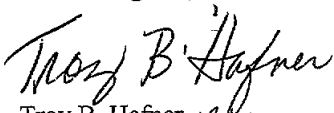
Re: Articles of Incorporation for Tomkat Holdings Corporation
Your Letter Number 100A00008609

Dear Ms. Brown:

Enclosed is a copy of your letter of February 17th, together with new Articles of Incorporation for "Tomkat Holdings Corporation". An extra copy of the Articles of Incorporation is also enclosed for your use in providing a certified copy to me once the Articles have been filed.

Thank you very much.

Kindest regards,


Troy B. Hafner

TBH/jkl Signed in Mr. Hafner's
Enclosures absence to prevent a
 delay in mailing

ARTICLES OF INCORPORATION
OF
TOMKAT HOLDINGS CORPORATION

FILED
00 MAR 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be TOMKAT HOLDINGS CORPORATION.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to hold and manage both developed and undeveloped real estate for business and investment purposes. The corporation shall be further empowered to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give, guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, co-partnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law.

The foregoing clauses shall be construed both as objects and powers, and it is hereby

expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of five hundred (500) shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 1830 Cayman Road, East, Vero Beach, Florida 32963, and the mailing address is the same.

ARTICLE VI

The street address of the initial registered office of this corporation is 1830 Cayman Road, East, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is Maud Geng.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert Kasper	1830 Cayman Road, East Vero Beach, Florida 32963
Maud Geng	1830 Cayman Road, East Vero Beach, Florida 32963

ARTICLE VIII

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Maud Geng	1830 Cayman Road, East	375
Robert Kasper	1830 Cayman Road, East Vero Beach, FL 32963	125

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

To make and alter the Bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital

stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons,

firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- (E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly have set their hands and seals this 9 day of March, 2000.

Maud Geng (SEAL)
Maud Geng

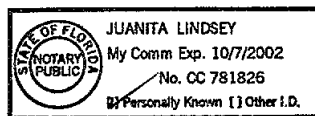
Robert Kasper (SEAL)
Robert Kasper

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 9th day of March, 2000, personally appeared before me, a Notary Public of the State of Florida, MAUD GENG and ROBERT KASPER, who have produced n/a as identification or who are personally known to me to be the parties to the foregoing certificate of Articles of Incorporation, and who have taken an oath and acknowledged the said certificate to be their act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.

Juanita Lindsey
Notary Public.
My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of TOMKAT HOLDINGS CORPORATION, and acknowledges that she is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.

Maud Geng
Maud Geng

FILED
00 MAR 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA