

P0000036355

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00 APR -7 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 653969 - 8676A

AUTHORIZATION : *Patricia Pigjott*

COST LIMIT : \$ 70.00

ORDER DATE : April 6, 2000

ORDER TIME : 9:18 AM

ORDER NO. : 653969-015

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst
MERRILL BOOKSTEIN, ESQ
MERRILL BOOKSTEIN, ESQ
4800 North Federal Highway
Suite 201b
Boca Raton, FL 33431

RECEIVED
00 APR -7 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: *Pingone, Inc.*
~~T M F, INC.~~

EFFECTIVE DATE:

500003200115--3

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: *PH 4/11/00-*

W00-9360



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 2000

CSC

TALLAHASSEE, FL

SUBJECT: T M F, INC.
Ref. Number: W00000009360

RESUBMIT
Please give original
submission date as file date.

We have received your document for T M F, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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: 000A00019211

RECEIVED
00 APR 10 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

FILED

00 APR -7 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Pingone, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Pingone, Inc.

The address of the principal office of this corporation shall be 11726 Watercrest Lane, Boca Raton, Florida 33498, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 North Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Patricia A. Murray
Dir.

11726 Watercrest Lane
Boca Raton, Florida 33498

Thomas E. Murray
Dir.

Same As Above

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Patricia A. Murray Pres.	11726 Watercrest Lane Boca Raton, Florida 33498
Thomas E. Murray V.Pres/Sec/Treas	Same As Above

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on April 7, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Incorporator, Laura R. Dunlap

jlz

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

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: Pingone, Inc.

2. The name and address of the registered agent and office is:

MERRILL A. BOOKSTEIN, ESQ
(Name)

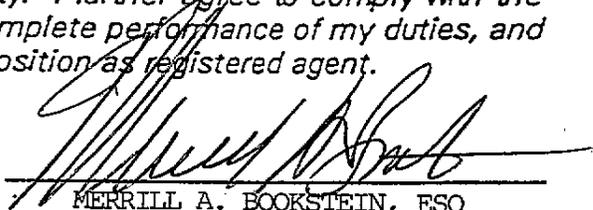
4800 N. FEDERAL HIGHWAY, SUITE 201B
(P.O. Box NOT acceptable)

BOCA RATON, FL. 33431
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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.

SIGNATURE



MERRILL A. BOOKSTEIN, ESQ
AS AGENT

DATE 4-07-2000

REGISTERED AGENT FILING FEE: \$35.00