

# PO000040504



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Tallahassee, FL 32301  
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## HOLD

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

TCPI Inc.

- Walk In
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- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

## RUSH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 APR 21 AM 9:5  
FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

T. SMITH APR 24 2000

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**Of**

**TCPI, Inc.**

**FILED**  
00 APR 21 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of TCPI, Inc.

**Article I-Name**

The name of the Corporation is TCPI, Inc.

**Article II-Purposes for Which Corporation is Formed**

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

**Article III-Duration**

The term of existence of the Corporation is perpetual.

**Article IV-Capitalization**

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.

**Article V-Indemnification**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an

officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

#### **Article VI-Control Share Acquisition**

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time-to-time, concerning control share acquisitions.

#### **Article VII-Affiliated Transactions**

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time-to-time, concerning affiliated transactions.

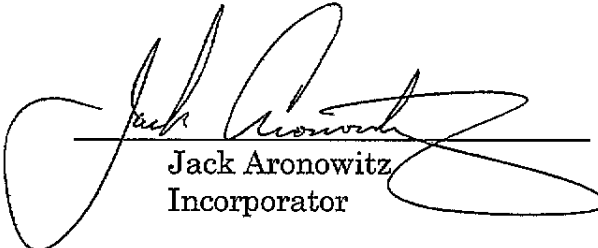
#### **Article VIII-Bylaws**

The Board of Director and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

#### **Article IX-Registered Office and Initial Mailing Address**

The street address of the registered office and the initial mailing address of the Corporation are 3333 S.W. 15th Street, Pompano Beach, Fl 33069, and the name of the registered agent at that address is Jack Aronowitz.

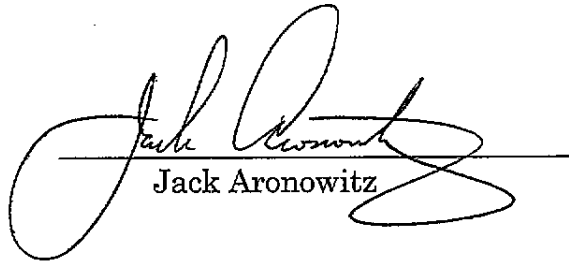
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of April, 2000.

  
\_\_\_\_\_  
Jack Aronowitz  
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 20, 2000

  
Jack Aronowitz

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00 APR 21 AM 9:57  
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