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From: Account Name : ACE INDUSTRIES, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

~~TLP/INC.~~

TLP INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 31, 2000

ACE INDUSTRIES

SUBJECT: TLP, INC.
REF: W00000013790

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

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Angela Revell
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SECRETARY OF STATE

ARTICLES OF INCORPORATION

The undersigned does hereby execute, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **TLP Industries, Inc.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

19100 SW 304th Street
Homestead, FL 33030

ARTICLE III

This corporation's existence shall be effective on the date of subscription and acknowledgment of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to conduct all lawful business permitted to it under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE	CLASS OF STOCK
One hundred (100)	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this

These articles prepared by:
M.J. Ejenbaum, Esq.
12865 West Dixie Highway-2nd Floor
North Miami, FL 33161
(305) 899-8588

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TLP Industries, INC.
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corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Name	Address
Pamela Goldstein	19100 SW 304th Street Homestead, FL 33030

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified shall be:

Name	Address
Pamela Goldstein	19100 SW 304th Street Homestead, FL 33030

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

These articles prepared by:
M.J. Ejenbaum, Esq.
12865 West Dixie Highway-2nd Floor
North Miami, FL 33161
(305) 899-8588

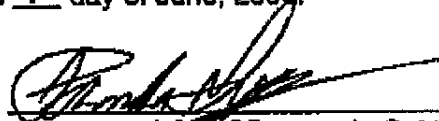
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IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts stated herein are true and correct.

Dated this 1 day of June, 2000.


INCORPORATOR, Pamela Goldstein

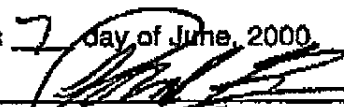
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48, FLORIDA STATUTES, the following is submitted in compliance with said law: TLP Industries, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 19100 SW 304th Street, Homestead, FL 33030 has named: Pamela Goldstein as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of this Act relative to keeping said office open.

Dated this 7 day of June, 2000.


PAMELA GOLDSTEIN

These articles prepared by:
M.J. Ejenbaum, Esq.
12665 West Dixie Highway-2nd Floor
North Miami, FL 33161
(305) 899-8588

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TLP Industries, INC.
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