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**CHEFFY PASSIDOMO
WILSON & JOHNSON**

ATTORNEYS AT LAW, LLP

821 FIFTH AVENUE SOUTH, SUITE 201

NAPLES, FLORIDA 34102

TELEPHONE: (941) 261-9300

FAX: (941) 261-9782

E-MAIL: CPWJ@napleslaw.com

EDWARD K. CHEFFY

BOARD CERTIFIED CIVIL TRIAL ATTORNEY

BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

JOHN M. PASSIDOMO

BOARD CERTIFIED REAL ESTATE ATTORNEY

GEORGE A. WILSON

BOARD CERTIFIED WILLS, TRUSTS & ESTATES ATTORNEY

F. EDWARD JOHNSON

BOARD CERTIFIED WILLS, TRUSTS & ESTATES ATTORNEY

JOHN D. KEHOE

BOARD CERTIFIED CIVIL TRIAL ATTORNEY

LOUIS D. D'AGOSTINO

BOARD CERTIFIED APPELLATE PRACTICE ATTORNEY

JEFFREY S. HOFFMAN

BOARD CERTIFIED WILLS, TRUSTS & ESTATES ATTORNEY

LOUIS W. CHEFFY

BOARD CERTIFIED REAL ESTATE ATTORNEY

THOMAS F. HUDGINS

BOARD CERTIFIED TAX ATTORNEY

LISA H. BARNETT

ANDREW H. REISS

OF COUNSEL:

JAMES W. ELKINS

BOARD CERTIFIED REAL ESTATE ATTORNEY

June 29, 2000

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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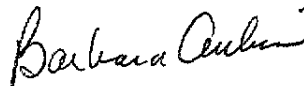
Re: Articles of Incorporation for TPS / Florida, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for TPS / Florida, Inc.
Also enclosed is check number 12397 in the amount of \$70.00 to cover the filing fee.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours,



Barbara Aubin
Secretary to
Louis W. Cheffy

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -5 PM 2:02

/bma

Enclosures

ARTICLES OF INCORPORATION

OF

**TPS / Florida, Inc.
a Florida corporation**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is TPS / Florida, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 1329 San Marcos Boulevard, Naples, Florida 34104, and the name of its initial Registered Agent at such address is Charles J. Thomas. The principal office of the Corporation is located at P.O. Box 1615, Naples, Florida 34106.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

Charles J. Thomas
P.O. Box 1615
Naples, Florida 34106

ARTICLE V

The name and address of the incorporator is:

Charles J. Thomas
P.O. Box 1615
Naples, Florida 34106

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this ^{21st}20th day of June, 2000.

INCORPORATOR:


Charles J. Thomas

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this ^{21st}20th day of June, 2000, by Charles J. Thomas, as Incorporator of TPS / Florida, Inc., on behalf of said corporation. He is personally known to me.




NOTARY PUBLIC

Name: stacey A. SHAW
(Type or Print)

My Commission Expires: 05/04/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That TPS / Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at P.O. Box 1615, Naples, Florida 34106, has named Charles J. Thomas, at 1329 San Marcos Boulevard, Naples, Florida 34104, as its agent to accept service of process within Florida.

TPS / Florida, Inc., a Florida corporation

Date: June ^{21st}20th, 2000

By: 

Charles J. Thomas, Incorporator

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: June ^{21st}20th, 2000


Charles J. Thomas