

P000000 69058

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OF COUNSEL
STANLEY D. GOTTSEGEN ¶

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
¶ MEMBER OF OHIO BAR

* BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

FILE NO.:

Boca Raton

July 13, 2000

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

Re: Articles of Incorporation
Tilt Systems, Inc.

300003325113--0
-07/17/00-01117-019
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,

William S. Kramer

WSK/tm

Enclosures

F. G. Mason

JUL 20 2000

**ARTICLES OF INCORPORATION
OF
TILT SYSTEMS, INC.**

**ARTICLE I
NAME**

The name of the corporation is:

TILT SYSTEMS, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

FILED
00 JUL 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

2701 Griffin Road
Fort Lauderdale, FL 33312

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2701 Griffin Road, Fort Lauderdale, FL 33312, and the name of the initial registered agent of this corporation at that office is Stanley Kimmel.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

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

Stanley Kimmel
2701 Griffin Road
Fort Lauderdale, FL 33312

Jennie Kimmel
2701 Griffin Road
Fort Lauderdale, FL 33312

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles is:

Stanley Kimmel
2701 Griffin Road
Fort Lauderdale, FL 33312

ARTICLE IX
POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

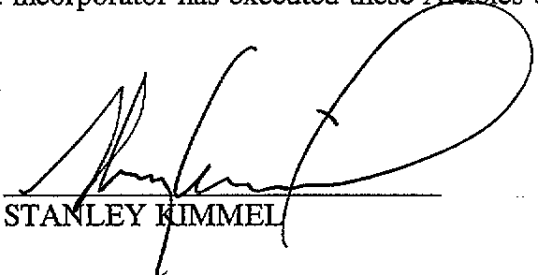
ARTICLE XII
INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII
BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of July 2000.




STANLEY KIMMEL

**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 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT TILT SYSTEMS, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT
LAUDERDALE, STATE OF FLORIDA, HAS NAMED STANLEY KIMMEL, LOCATED AT
2701 GRIFFIN ROAD, FORT LAUDERDALE, FL 33312, CITY OF FORT LAUDERDALE,
STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: 
STANLEY KIMMEL

TITLE: 
PRESIDENT

DATE: 7/12/00

FILED
00 JUL 17 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA