

FROM: CARLTON, FIELDS

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From:
Account Name : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA
Account Number : 076077000355
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FLORIDA PROFIT CORPORATION OR P.A.

TSG Acquisition Corp.

Certificate of Status	0
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B. McKnight AUG 07 2000

**ARTICLES OF INCORPORATION
OF
TSG ACQUISITION CORP.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is TSG Acquisition Corp.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is Carlton Fields, 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 4000 International Place, 100 S.E. Second Street, Miami, Florida 33131-9101, and the name of its initial registered agent at that address is Carlton Fields Ward Emmanuel Smith & Cutler, P.A., Attention: Jay A. Steinman, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Paul C. Davis	Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A. One Harbour Place 777 S. Harbour Island Boulevard Tampa, Florida 33602-5799

Prepared by: Paul C. Davis, Esq.
Carlton Fields
Post Office Box 3239
Tampa, FL 33601-3239
Florida Bar No. 283691

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ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address are :

Name

Frank J. Amodia

Address

c/o Carlton Fields
4000 International Place
100 S.E. Second Street
Miami, Florida 33131-9101

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 7th day of August, 2000.


PAUL C. DAVIS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 4th day of August 2000.

REGISTERED AGENT:

CARLTON, FIELDS, WARD,
EMMANUEL, SMITH & CITLER, P.A.

By: 

Paul C. Davis

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