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From:  
Account Name : BROAD AND CASSEL - MIAMI  
Account Number : I19990000191  
Phone : (305) 373-9400  
Fax Number : (305) 373-9443

\* ATTN: ANDETTE DELEON \*

**FLORIDA PROFIT CORPORATION OR P.A.**

**T.F. COMPANY, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
T.F. PARTNERS, INC.**

**ARTICLE I  
NAME**

The name of the corporation is T.F. PARTNERS, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation is 9601 Collins Avenue, Apt. 1107, Bal Harbour, Florida 33154, or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III  
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE IV  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is: Murray D. Shear, P.A., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**ARTICLE V  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**THIS DOCUMENT PREPARED BY:  
MURRAY D. SHEAR, P.A.  
FL BAR NO. 0073053  
BROAD AND CASSEL  
MIAMI CENTER  
201 S. BISCAYNE BLVD., SUITE 3000  
MIAMI, FLORIDA 33131  
(305) 373-9400**

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**ARTICLE VI  
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII  
CAPITAL STOCK**

The Corporation is authorized to issue 1000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII  
INDEMNIFICATION**

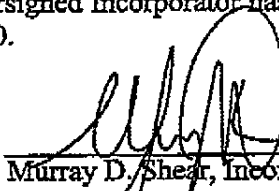
The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

**ARTICLE IX  
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Antonio Fernandez  
9601 Collins Avenue  
Bal Harbour, Florida 33154

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 15th day of August, 2000.

  
\_\_\_\_\_  
Murray D. Shear, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC.,**  
a Florida corporation

By:

Annette Deleon  
Annette Deleon, Vice President

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