Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

P00000097418

October 13, 2000

Via Federal Express No. 8231 8364 0090

Division of Corporations Florida Department of State 409 East Gaines St. Tallahassee, FL 32399

Ladies/Gentlemen:

Re:

Articles of Incorporation

TSR, INC.

Enclosed are the original and one copy of the Articles of Incorporation for the referenced corporation together with a check in the amount of \$78.75 to cover the fees for filing the Articles.

After filing, please return a date-stamped copies to our office. Should you have any questions, do not hesitate in contacting me.

Very truly yours,
Lami & Lademan

Carrie E. Lademan

CEL:kt Enclosures as stated CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE E. LADEMAN
PAUL L. KUTCHER****

BURT L. SAUNDERS OF COUNSEL

*Board Certified Real
Estate Attorney
**Board Certified City,
County and Local
Government Attorney
*** Also admitted in
Indiana and Georgia
**** Also admitted in
Pennsylvania

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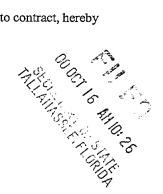


The undersigned subscriber to these Articles of Incorporation, being competent to contract, hereby states the desire to form a corporation under the laws of the State of Florida.

ARTICLES OF INCORPORATION OF TSR, INC.

I. NAME

The name of the corporation is TSR, Inc.



II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, all shares being with a par value of One Dollar (\$1.00).

IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 4129 19th Court S.W., Naples, Florida 34116.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may, from time to time, be increased by the By-laws adopted by the stockholders.

VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors are: James Brock, 4129 19th Court S.W., Naples, Florida 34116.

IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Carrie E. Lademan at 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108.

X. REGISTERED AGENT

Carrie E. Lademan, whose address for service of process is 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108, shall be the registered agent for the corporation.

XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

Carrie E. Lademan, Subscriber

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3 day of October, 2000 by Carrie E. Lademan, who is personally known to me and who did not take an oath.

STEPHANIE L. WASKOVICH
MY COMMISSION # CC 920138
EXPIRES: December 1, 2001
Bonded Thru Notary Public Underwriters

Printed Name: PHANE CURKENUTA
Notary Public

Commission No.

My Commission Expires:

(SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

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.

Carrie E. Lademan

This instrument prepared by:

Carrie E. Lademan, Esquire Woodward, Pires & Lombardo, P.A. 801 Laurel Oak Drive, Suite 710 Naples, Florida 34108 (941) 566-3131