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ACCOUNT NO. : 072100000032

REFERENCE: 904211 4352312

AUTHORIZATION:

COST LIMIT : \$ 70.00

Patricia Pajut

ORDER DATE: November 20, 2000

ORDER TIME : 9:49 AM

ORDER NO. : 904211-005

CUSTOMER NO: 4352312

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CUSTOMER: Mark Wladis, Esq

Devorsetz Stinziano Gilberti &

Smith

555 East Genesee Street

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	PLEA		URN THE FOLLOWING AS PROOF OF FILING:		:
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CONTACT PERSON: Janna Wilson - EXT. 1155

CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

<u>€0</u> 11/20/00

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#### ARTICLES OF INCORPORATION

OF

TP MANAGEMENT SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

#### ARTICLE I. NAME

The name of the corporation shall be:

TP MANAGEMENT SERVICES, INC.

The address of the principal office of this corporation shall be 7140 Queenferry Circle, Boca Raton, Florida 33496, and the mailing address of the corporation shall be the same.

## ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are: Steven M. Weiss 7140 Queenferry Circle

Boca Raton, FL 33496

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

#### ARTICLE VII. INCORPORATOR

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The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on November 20, 2000.

Its Agent, Laura R. Dunlap

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Round R. Durlap

Its Agent, Laura R. Durlap

Authorized Service Representative Corporation Service Company

SGS/JANNA WILSON