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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS P. MANISCALO
6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309

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-02/19/01--01134--005
*****78.75 *****78.75

February 16, 2001

Department of State
Division of Corporations
P o box 6327
Tallahassee, Florida 32314

Re: T PM, P.A.

Dear sir:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$ 78.75 made payable to the Department of State. This includes incorporation fee and fee for a certified copy of the Articles of Incorporation.

Very truly yours,


Thomas P, Maniscalco

Enclosures

SeB
3/6

W01-4149

(2)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2001

THOMAS P MANISCALO
6161 NW 31ST WAY
FT LAUDERDALE, FL 33309

SUBJECT: T P M, P.A.
Ref. Number: W01000004149

We have received your document for T P M, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 501A00011102

**ARTICLES OF INCORPORATION
OF
T P M FINANCIAL, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**The undersigned incorporator, for the purpose of forming a
corporation under the Florida Business Corporation Act hereby
adopts the following Articles of Incorporation.**

ARTICLE I – NAME

The name of the corporation is T P M FINANCIAL, P.A.

ARTICLE II – PRINCIPAL OFFICE

**The principle place of business and mailing address of this
corporation shall be:**

**6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309**

ARTICLE III – CAPITAL STOCK

**The corporation shall have the authority to issue 1000 shares, all on
one Class of Capital Stock, with par value of \$ 1.00 per share.**

ARTICLE IV – REIGISTERED AGENT AND ADDRESS

The name and address of the initial registered office is:

**THOMAS P. MANISCALO
6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309**

ARTICLE V – INCORPORATOR

**The name and street address of the incorporator to these articles of
Incorporation is:**

**THOMAS P. MANISCALO
6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309**

ARTICLE VI – DIRECTORS

**The number of directors constituting its initial Board of Directors is
ONE (1) whose name and address are:**

**THOMAS P. MANISCALO
6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309**

ARTICLE VII – PURPOSE

**The purpose for which the corporation is organized is to engage in
BOOKKEEPING or business permitted under the laws of
the United States and the State of Florida.**

ARTICLE VIII – POWERS OF THE CORPORATION

**The shareholders shall have the power to adopt, amend, alter, change
or repeal the Articles of Incorporation when proposed and approved at a
stockholders' meeting with no less than two-thirds (2/3) vote of the common
stock.**

The holders of the common stock of this corporation shall have pre-emptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized share of common stock held by the holder to all shares of common stock currently authorized.

The undersigned has executed these Article of Incorporation this
FEBRUARY 19, 2001


THOMAS P MANISCALO
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 307.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered off/registered agent, in the State of Florida.

1. The name of the corporation is:
T P M FINANCIAL, P.A.
2. The name and address of the registered agent and office is:


THOMAS P. MANISCALO
6161 NW 31ST WAY
FORT LAUDERDALE, FLORIDA 33309


THOMAS P. MANISCALO

Title: REGISTERED AGENT

DATE: 2-28-01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS AS REGISTERED AGENT.


NAME
DATE: 2-28-01