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Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FILINGS, INC.
Account Number : 072720000101
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FLORIDA PROFIT CORPORATION OR P.A.

TCI RESOLUTIONS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TCI RESOLUTIONS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **TCI RESOLUTIONS, INC.** and the initial address of the corporation shall be 11080 Baybreeze Way, Suite 300, Boca Raton, Florida 33428.

ARTICLE II

This corporation may engage in any business permitted under the law of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$.01	Common

The consideration for all of said stock shall be payable in cash.

This instrument prepared by:
Alexander O. Akpodiete, Esq.
1031 IVES DAIRY ROAD, SUITE 228, P.O. BOX 694144, MIAMI, FLORIDA U.S.A. 33169
(305) 914-5688. (305) 914-5696 Fax
Florida bar No. 17728

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ARTICLE IV

This corporation shall commence its existence effective as of March 26, 2001, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VI

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until his and her successors are duly elected and qualified, shall be ANDREW EDELMAN, 11080 Baybreeze Way, Suite 300, Boca Raton, Florida 33428.

ARTICLE VII

The name and address of the incorporator is ANDREW EDELMAN, 11080 Baybreeze Way, Suite 300, Boca Raton, Florida 33428.

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ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any Director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

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ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22ND day of MARCH, 2001.

Dr Andrew Edelman
ANDREW EDELMAN, Incorporator

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**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that TCI RESOLUTIONS, INC., desiring to organize under the laws of the State of Florida, has named ALEXANDER O. AKPODIETE, ESQ., 1031 Ives Dairy Road, Suite 228, Miami, Florida 33179, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.


ALEXANDER O. AKPODIETE, ESQ.
Registered Agent

DATED this 22nd day of March, 2001.

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TALLAHASSEE, FLORIDA

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