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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

tithonus, inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TITHONUS, INC.**

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: **TITHONUS, INC.** a Florida Corporation.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

To conduct the transaction of any and all lawful business for which the corporation may be permitted to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

ARTICLE III

The maximum number of stock that this Corporation is authorized to have outstanding at any one time is 5,000 shares of Common Stock having no par value.

ARTICLE IV

This Corporation is to exist perpetually.

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ARTICLE V

The registered office and principal office of this Corporation in the State of Florida is 125 Sanctuary Dr., P.O. Box 1206, Crystal Beach, FL 34681, and the Registered Agent at the same address is **ALAN S. HAFT**. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

This Corporation shall not have less than two (2) Directors initially, none of whom shall be required to be Stockholders. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
ALAN S. HAFT	125 Sanctuary Dr., Crystal Bch., FL	President
GAIL HAFT	125 Sanctuary Dr., Crystal Bch., FL	Vice President

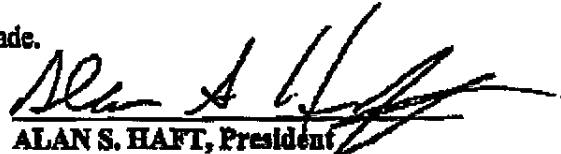
ARTICLE VIII

The name and post office address of the person signing these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
ALAN S. HAFT	125 Sanctuary Dr. P.O. Box 1206 Crystal, Bch., FL 34681

ARTICLE IX

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 two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ALAN S. HAFT, President

STATE OF FLORIDA:

COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Alan S. Haft, who has produced driver's license as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed the said Articles of Incorporation freely and voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 17th day of April, 2001.


NOTARY PUBLIC



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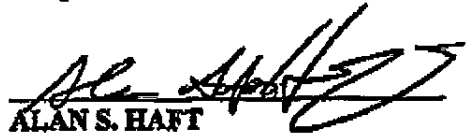
AFFIDAVIT

COMES the Affiant, Alan S. Haft, President being the Incorporator and a Shareholder of Tithonus, Inc. and hereby designates Alan S. Haft, as Registered Agent of said corporation pursuant to Article V of the Articles of Incorporation for which the Affidavit is attached hereto.

COMES Alan S. Haft, President, the designated Registered Agent of Tithonus, Inc. and hereby confirms the acceptance of said appointment. The Registered agent hereby agrees to accept Service of Process on behalf of said corporation and further agrees to perform all duties incident to the performance of the position.

COMES the Affiant and designated Registered Agent and further sayeth not.


TITHONUS, INC.
By Alan S. Haft, President


ALAN S. HAFT

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