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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 : CAPITAL CONNECTION, INC.

Account Number : I20000000257

Phone : (850) 224-8870

Fax Number : (850) 222-1222

FAXED**FLORIDA PROFIT CORPORATION OR P.A.****TSL & CO., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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01 OCT 31 PM 3:49

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ARTICLES OF INCORPORATION OF TSL & Co., INC.

I, Ellen S. Siff, the undersigned incorporator of this corporation, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is TSL & Co., INC.

ARTICLE II

Purpose And Nature Of Business

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III

Duration Of Corporation

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of \$1.00 par value stock.

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ARTICLE V

Initial Capital Contribution

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100.00) and 00/100 Dollars.

ARTICLE VI

Subscribers

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ellen S. Siff	3517 Barbados Avenue Cooper City, Florida 33026	100

ARTICLE VII

Directors

The initial number of directors of this corporation shall be two (2). The number of directors may not be increased or decreased.

ARTICLE VIII

Initial Board Of Directors

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation

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of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Ellen S. Siff, President and Director	3517 Barbados Avenue Cooper City, Florida 33026
Bruce M. Berger Secretary, Treasurer and Director	513 N.E. 6 th Street Ft. Lauderdale, FL 33304

ARTICLE IX

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE XI

Initial Registered Office And Agent

The street address of the initial principal office of this corporation is 3517 Barbados Avenue, Cooper City, Florida 33026 and the name of the initial Registered Agent of this corporation is Bruce M. Berger whose 513 N.E. 6th Street, Ft. Lauderdale, Florida 33304.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Additional Rights And Powers

The corporation shall have the further right and power to:

A. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or


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officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. The stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 31st day of October, 2001.


Ellen S. Siff
3517 Barbados Avenue
Cooper City, Florida 33024
Telephone: (954) 432-2715

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared ELLEN S. SIFF, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, acknowledge before me that she subscribed to these Articles of Incorporation.

CAPITAL CONNECTION

850 222 1222

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WITNESS my hand and seal in the County and State named above, this 31st day of
October, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, that Ellen S. Stiff desires to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named, as its agent Bruce M. Berger whose address is 513 N.E. 6th Street, Ft. Lauderdale, Florida 33304 to accept service of process within Florida.

Signature: 

BRUCE M. BERGER

DATED this 31st day of October, 2001.

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.

Signature: 

BRUCE M. BERGER, Registered Agent

DATED this 31st day of October, 2001.

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