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J M F H

Jewell, Moser, Fletcher & Holleman

A T T O R N E Y S A T L A W

A Professional Association

BARRY J. JEWELL ♦
KEITH MOSER ♦♦
SCOTT D. FLETCHER
JOHN T. HOLLEMAN, IV ♦♦♦
SHARROCK DERMOTT □▲
PAUL PFEIFER

- ♦ ARKANSAS BOARD RECOGNIZED
SPECIALIST IN TAX LAW
- ♦ CERTIFIED PUBLIC ACCOUNTANT
- MASTER OF LAWS IN
ENVIRONMENTAL LAW
- MASTER OF LAWS IN TAXATION
- ▲ ALSO LICENSED IN TEXAS
- ALSO LICENSED IN TENNESSEE

ADDRESS
111 Center Street, Suite 1250
Little Rock, Arkansas 72201
TELEPHONE
(501) 376-8250
FACSIMILE
(501) 376-8471
INTERNET
<http://www.JMFH.com>

April 9, 2002

**VIA FEDERAL EXPRESS
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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: TLF Enterprises, Inc.

Dear Sir or Madam:

We are legal counsel for TLF Enterprises, Inc. Enclosed are an original and three (3) copies of the Articles of Incorporation of TLF Enterprises, Inc. Also enclosed is a check in the amount of \$78.75 for the filing fee. Please file the articles of record and return the file-marked copies to us. An addressed, postage-paid envelope has been enclosed for your convenience.

If you have any questions, or if you need additional information, please feel free to call.

Sincerely,

JEWELL, MOSER, FLETCHER & HOLLEMAN,
A Professional Association

Keith Moser

Rochelle **GAVE**
AUTHORIZATION BY PHONE TO
CORRECT Prim. address
DATE 4/17/02
DOC. EXAM. Dale White

BKM:rmn:BKM9830
Enclosures

FILED
02 APR 10 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Little Rock, AR

Memphis, TN

Dallas, TX

D. WHITE APR 17 2002

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ARTICLES OF INCORPORATION
OF
TLF ENTERPRISES, INC.

FILED
02 APR 10 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is TLF ENTERPRISES, INC.
Principal address 33 Sea Lore Lane, Shark Key, Florida 33040

SECOND. The period of its duration is perpetual.

THIRD. The purposes for which the corporation is organized are as follows:

- (a) To engage in the general business of providing consulting services to businesses.
- (b) To acquire, own, hold, manage and control real and personal property of every description, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof.
- (c) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or incidental to the protection or benefit of the corporation and to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporations Act.

FOURTH. The aggregate number of shares for which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, such shares to be without par value.

FIFTH. The stockholders shall have the preemptive right to acquire additional or treasury shares of the corporation.

SIXTH. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws. The shareholders of the corporation are authorized to take any action required of them without a meeting, if a consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote with respect to such matter. The Board of Directors is authorized to take any action required of it without a meeting through the vote of a majority of its members, if either before or after such action is taken all members of the Board sign and file with the Secretary for inclusion in the corporate minute book a memorandum showing that each member of the Board consented to the Board acting informally in respect to such matter and also showing the names of the directors who approved the action taken and the names of the directors who opposed the action taken.

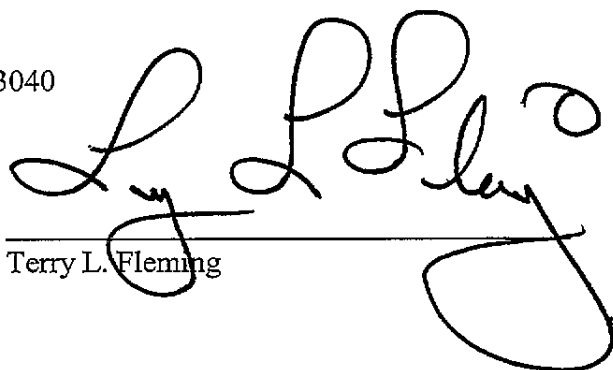
SEVENTH. The address of the initial registered office of the corporation is 33 Sea Lore Lane, Shark Kay, Florida 33040, and the name of its initial registered agent at such address is Terry L. Fleming.

EIGHTH. The number of directors constituting the initial Board of Directors of the corporation is one. No contract entered into by this corporation shall be invalid or unenforceable because of the interest of any director in the contract, either directly or indirectly.

NINTH. The name and address of the incorporator are as follows:

Terry L. Fleming
33 Sea Lore Lane
Shark Key, Florida 33040

DATED this 10th day of April, 2002.

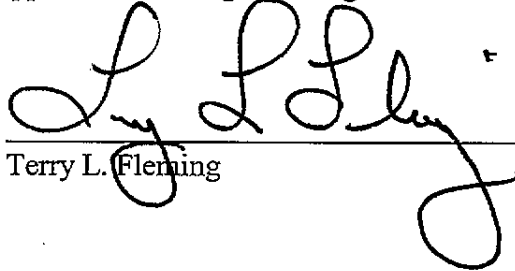


Terry L. Fleming

CONSENT BY REGISTERED AGENT

The undersigned does hereby consent to the appointment as registered agent.

DATED this 10th day of April, 2002.


Terry L. Fleming

BKM:rrm:BKM9829

FILED
02 APR 10 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA