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ACCOUNT NO. : 072100000032

REFERENCE : 589551 131879A

AUTHORIZATION : Patricia Pizzuti

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2002 MAY 21 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 21, 2002

ORDER TIME : 12:39 PM

ORDER NO. : 589551-005

CUSTOMER NO: 131879A

400005577494--3

CUSTOMER: Ignacio G. Zulueta, Esq
Ignacio G. Zulueta, P.a.
Suite 3-i
6255 Bird Road
Miami, FL 33155

DOMESTIC FILING

NAME: T & L GROUP, INC.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: 5/22/02

ARTICLES OF INCORPORATION

OF

T & L GROUP, INC., a Florida Corporation

FILED

2002 MAY 21 AM 10: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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
NAME and PRINCIPAL OFFICE

The name of this corporation shall be ***T & L GROUP, INC.,*** a Florida Corporation, and the principal place of business of this corporation shall be 8864 SW 197th Terrace, Miami, Florida 33157.

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be at 8864 SW 197th Terrace, Miami, Florida 33157, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Nelson Tarke.

ARTICLE VI
INITIAL OFFICERS and DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders. Officers shall hold office at the discretion of the Directors.

The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Name	Address
Nelson Tarke	8864 SW 197th Terrace Miami, Florida 33157
Jonathan Levine	8864 SW 197th Terrace Miami, Florida 33157

The name and address of the initial officers of the corporation, who shall hold office at the pleasure of the board of directors, shall be:

Name	Title	Address
Jonathan Levine	President	8864 SW 197th Terrace, Miami, Florida 33157
Nelson Tarke	Vice-President	8864 SW 197th Terrace, Miami, Florida 33157
Nelson Tarke	Secretary	8864 SW 197th Terrace, Miami, Florida 33157

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Nelson Tarke, at 8864 SW 197th Terrace, Miami, Florida 33157.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected 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 such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or 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 such director were not such a director or officer of such other corporation, or not so interested.

B. Dealing with other companies, persons or entities: Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact any business whatsoever with any other entity even where said other entity is in direct or indirect competition with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.

ARTICLE IX
NO SHAREHOLDER LIABILITY

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

ARTICLE X
INDEMNIFICATION

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

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20th day of May, 2002.

Name: Nelson Tarke
8864 SW 197th Terrace
Miami, Florida 33157

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 the laws of the State of Florida, the following is submitted: *T & L GROUP, INC.*, a Florida Corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at Nelson Tarke, at 8864 SW 197th Terrace, Miami, Florida 33157, in the County of Miami Dade, State of Florida, has named Nelson Tarke, at 8864 SW 197th Terrace, Miami, Florida 33157, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

Name: Nelson Tarke
8864 SW 197th Terrace
Miami, Florida 33157

FILED
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TALLAHASSEE FLORIDA