

LAW OFFICES
JOHN P. WILKES

PROFESSIONAL ASSOCIATION
SUITE 101A
901 SOUTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33316

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May 28, 2002

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*****78.50 *****78.50

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of TCW HOLDINGS, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing my check in the amount of \$78.50, which represents the filing fee required to form a new corporation. Please return a certified copy of the Articles to this office.

Should you have any questions regarding the foregoing, please call me.

Sincerely,

Jean T. Sherman

JEAN T. SHERMAN
Legal Assistant

/jts
Enclosures

[Handwritten signature]
6/3

FILED
02 MAY 31 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TCW HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is: TCW HOLDINGS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized pursuant to Florida Statutes §607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of at \$1.00 par value common stock.

ARTICLE V - 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 VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

901 South Federal Highway, Suite 101
Fort Lauderdale, FL 33316.

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TALLAHASSEE FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director is:

Williams A. Joyner
901 South Federal Highway, Suite 101
Fort Lauderdale, FL 33316.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

JOHN P. WILKES, ESQUIRE
John P. Wilkes, P.A.,
901 South Federal Highway, Suite 101A
Fort Lauderdale, Florida 33316

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of May, 2002.



JOHN P. WILKES, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **JOHN P. WILKES**, personally known to me and

known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 24th day of May, 2002.

Jean T. Sherman
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



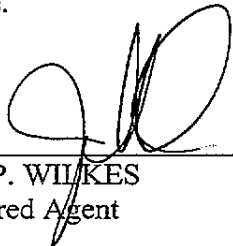
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TCW HOLDINGS, INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Florida designates JOHN P. WILKES, ESQUIRE located at 901 South Federal Highway, Suite 101A, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN P. WILKES
Registered Agent

FILED
02 MAY 31 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA