

09/13/2002 14:58 FAX

KLUGER PERETZ

Division of Corporations

P02000099459

001/004

Page 1 of 2

FILED
02 SEP 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000197564 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 205-0381 #4483.1

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

Account Number : I19990000171

Phone : (305) 379-9000

Fax Number : (305) 379-3428

ATT: Ellen

FLORIDA PROFIT CORPORATION OR P.A.

TMK Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

OB 9/16 ✓

(((H02000197564 6)))

ARTICLES OF INCORPORATION
OF
TMK HOLDINGS, INC.

FILED
02 SEP 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is TMK HOLDINGS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are 201 S. Biscayne Boulevard, Suite 1700, Miami FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no

{W:\Transact\4483\0001\40090257 v.1; 9/13/02 11:06 AM}

(((H02000197564 6)))

(((H02000197564 6)))

cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Miami Center Registered Agents, LLC. The street address of the corporation's initial registered office is 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ron J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE IX

BYLAWS

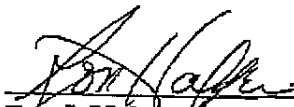
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of September, 2002.



Ron J. Halperin

(((H02000197564 6)))

(((H02000197564 6)))

CERTIFICATE OF REGISTERED AGENT
OF
TMK HOLDINGS, INC.

FILED
02 SEP 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That TMK HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office at 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131, County of Miami-Dade, State of Florida, has named Miami Center Registered Agents, LLC, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 13th day of September, 2002.

MIAMI CENTER REGISTERED AGENTS,
LLC

By: _____



Ron J. Halperin, Vice President

(((H02000197564 6)))