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TALLAHASSEE FLORIDA

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Tequesta, FL 33469

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VIA FEDERAL EXPRESS

July 25, 2003

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

Attention: Domestic Charter Filing Division:

Dear Sir or Madam:

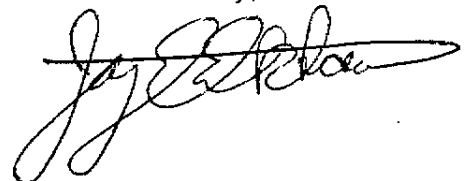
Please find attached the Articles of Incorporation for the following entities:

1. ~~TPO HOLDINGS, INC.~~
2. TPO BREVARD, INC.
3. TPO GARDENS, INC.
4. TPO WEST PALM, INC.
and
5. TPO LAKE WORTH, INC.

A check in the sum of \$ 350 is enclosed for the filing fees for the above 5 corporations. Please file the respective Articles as soon as possible.

Thank you.

Sincerely,



ARTICLES OF INCORPORATION

of

TPO HOLDINGS, INC.

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TALLAHASSEE FLORIDA

These Articles constitute the Articles of Incorporation of TPO HOLDINGS, INC.

Article I-Name

The name of the Corporation is TPO HOLDINGS, INC.

Article II-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

Article III-Duration

The term of existence of the Corporation is perpetual.

Article IV-Capitalization

The Corporation is authorized to issue 1000 shares of common stock, par value \$.0001 per share.

Article V-Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party

to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

Article VI-Bylaws

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

Article VII Initial Mailing Address of Principal Office of Corporation

The initial street address of the principal office of the Corporation in the State of Florida is:

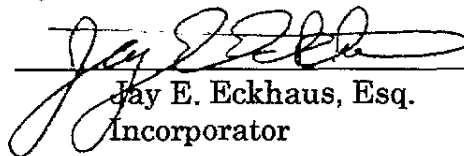
114 C Palm Bay Drive
Palm Beach Gardens, Fl 33418

Article VIII-Registered Agent

In accordance with Section 607.0501, Florida Statutes, the Corporation names Jay E. Eckhaus, Esq. having the address of 150 Tequesta Drive, Suite 210, Tequesta, Fl 33469 the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of July , 2003.

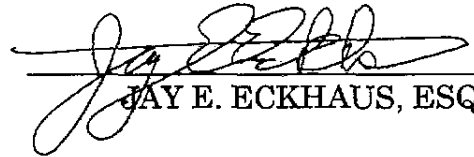
Jay E. Eckhaus, P.A.
150 Tequesta Drive
Suite 210
Tequesta, Fl 33469
By


Jay E. Eckhaus, Esq.
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, 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.

Date: July 24, 2003


JAY E. ECKHAUS, ESQ.

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TALLAHASSEE FLORIDA