

File No 53 11/05 '03 15:01 ID: CSC TALLAHASSEE FAX 303 1515 PH 1
P04000152120

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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

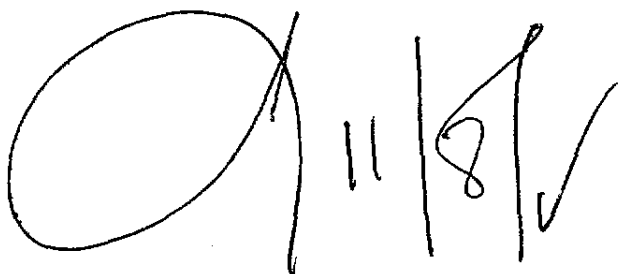
TDF HOLDINGS, INC.

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ARTICLES OF INCORPORATION

OF

TDF HOLDINGS, INC.

**ARTICLE I
NAME**

The name of the corporation is TDF Holdings, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 3001 SW 3rd Avenue, Miami, FL 33129.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is Troy D. Ferguson, and the address of the Corporation's registered office is 3001 SW 3rd Avenue, Miami, FL 33129.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of the Corporation is Troy D. Ferguson, 3001 SW 3rd Avenue, Miami, FL 33129.

**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE VI
TERM**

The Corporation shall have perpetual existence.

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**ARTICLE VII
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII
INDEMNIFICATION**


The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

Troy D. Ferguson
3001 SW 3rd Avenue
Miami, FL 33129

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of October, 2004.



Troy D. Ferguson, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


TROY D. FERGUSON

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