

P05000018571

(Requestor's Name)

BERKOVITS, LAGO & COMPANY, LLP

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

6211 West Broward Boulevard • Suite 340  
Fort Lauderdale, Florida 33324

(Address)

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION FOR**  
**TCG PROPERTIES, INC.**

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**ARTICLE I – NAME**

The name of this corporation is TCG Properties, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The mailing address and street address of this corporation shall be:

Principal Office Address:

518 NE 94th Street  
Miami Shores, Florida 33138

Mailing Address:

518 NE 94th Street  
Miami Shores, Florida 33138

**ARTICLE III – PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Berkovits, Lago & Co. LLP, 8211 W. Broward Blvd., Suite 340, Plantation, FL 33324, and the name of the initial registered agent of this corporation at that address is Herb E. Deuschel.

**ARTICLE VI – INITIAL OFFICERS AND/OR DIRECTORS**

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors are:

Juan J. Guerra  
518 NE 94th Street  
Miami Shores, FL 33138

Jorge Arenas  
518 NE 94th Street  
Miami Shores, FL 33138

#### **ARTICLE VII – INCORPORATOR**

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

Herb E. Deuschel  
c/o Berkovits, Lago & Co. LLP  
8211 W. Broward Blvd., Suite 340  
Plantation, FL 33324

#### **ARTICLE VIII – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX – INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE X – AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED, this 27th day of January, 2005.

Herb E. Deuschel

  
\_\_\_\_\_  
Incorporator

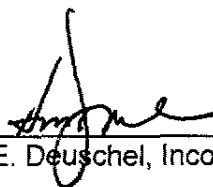
**CERTIFICATE OF DESIGNATION**

(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 Chapter 607 and/or Chapter 621, Florida Statutes, the following is submitted:

First that TCG PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, has named Herb E. Deuschel, located at Berkovits, Lago & Co. LLP, 8211 W. Broward Blvd., Suite 340, Plantation, FL 33324, as its agent to accept service of process within Florida.

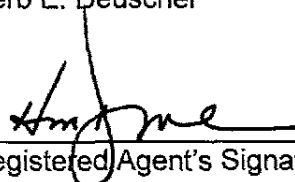
DATED this 27<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
Herb E. Deuschel, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 27<sup>th</sup> day of January, 2005.

Herb E. Deuschel  
  
\_\_\_\_\_  
Registered Agent's Signature

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