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KRASNY AND DETTMER
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January 27, 1995

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

FILED
1995 FEB - 6 PM 2:00
TALLAHASSEE, FLORIDA

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: TDC Warehousing, Inc.

Gentlemen:

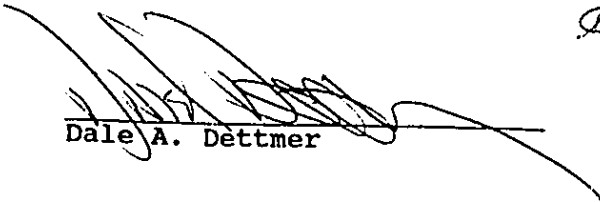
Enclosed herewith please find Articles of Incorporation of the above-referenced corporation. I also enclose my trust account check in the amount of \$122.50 to cover the cost of filing the Articles and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER

DAD:sc
Enc.


Dale A. Dettmer

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**ARTICLES OF INCORPORATION
OF
TDC WAREHOUSING, INC.**

FILED
1995 FEB -6 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
Name**

The name of this Corporation is TDC WAREHOUSING, INC.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 780 S. Apollo Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 4301 Fortune Park, Melbourne, Florida 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Thomas Deneen
4301 Fortune Park
Melbourne, Fl 32901

David P. Astolfi
4301 Fortune Park
Melbourne, Fl 32901.

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows: Dale A. Deutmer, 780 S. Apollo Boulevard, Melbourne, Fl 32901.

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation in Melbourne, Brevard
County, Florida, this 31 day of January, 1995.


Dale A. Dettmer, Incorporator &
Registered Agent (Seal)

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this
31 day of January, 1995, by DALE A. DETTMER. He is personally
known to me or has produced a _____ as
identification.


Notary Public
Printed Name
My Commission Expires:



SUSAN E. CASASSIMA
NOTARY PUBLIC - FLORIDA
COMMISSION EXPIRES
JAN 10 1996
TALLAHASSEE, FLORIDA 32301

FILED
1995 FEB 06 PM 2:00
TALLAHASSEE, FLORIDA