

MARSHALL L. COHEN, P.A.

ATTORNEY AT LAW

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P95000012712

January 26, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TFS, Inc.

RECEIVED
01/31/95 10:00-017
***122.50 ***122.50

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,


Marshall L. Cohen

MLC/jj
encl.
cc: client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 14 PM 1:55

502
671
JC

10915-2-170



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 2, 1995

MARSHALL L. COHEN, P.A.
1412 ROYAL PALM SQUARE BLVD.
SUITE 103
FT. MYERS, FL 33919

SUBJECT: TFS, INC.
Ref. Number: W95000002470

We have received your document for TFS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 495A00004581

ARTICLES OF INCORPORATION
OF
TFS CONSULTANTS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: TFS Consultants, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Terry Sweeney
3168 River Grove Circle
Fort Myers, Florida 33905

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Terry Sweeney
3168 River Grove Circle
Fort Myers, Florida 33905

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Terry Sweeney
3168 River Grove Circle
Fort Myers, Florida 33905

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be

made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 26th day of January, 1995.

Terry Sweeney
Terry Sweeney, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared Terry Sweeney, to me known to be the person described as Incorporator and showed personal identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 26th day of January, 1995.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPI. DEC. 4, 1995
BONDED THIRD GENERAL INS. UND.

Marshall L. Cohen
Notary Public-State of Florida

Marshall L. Cohen
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known X OR Produced identification _____

Type of Identification produced _____

CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT

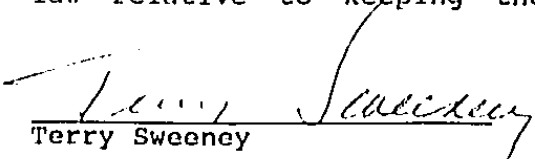
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That IES CONSULTANTS, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3168 River Grove Circle, Fort Myers, Florida, County of Lee, State of Florida, has named, Terry Sweeney, located at 3168 River Grove Circle, County of Lee, State of Florida, and its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Terry Sweeney

02 FEB 14 PM 1:55