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1500 SAN REMO AVENUE
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Please Reply to:
Coral Gables Office

February 23, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


Re: TMS ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation for TMS Enterprises, Inc. Also enclosed is our check in the amount of \$78.75, which sum represents the \$70.00 filing fee and \$8.75 for a certificate of status.

Please file said documents and return the certificate of status to me in the self-addressed stamped envelope provided.

Sincerely yours,


Arthur B. Stark

ABS:mnt

Enclosures

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02/28/95 10:00:00
***78.75 ***78.75

3/1/95

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1995 FEB 27 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TMS ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is: TMS ENTERPRISES, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one class of stock, to wit: 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 1500 San Remo Avenue, Suite 200, Coral Gables, County of Dade, State of Florida 33146. The name of the initial registered agent of this corporation at this address is ARTHUR B. STARK.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: 1500 San Remo Avenue, Suite 200, Coral Gables, County of Dade, State of Florida 33146.

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is

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TALLAHASSEE, FLORIDA

contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 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 two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Pietrina M. Sams	1500 San Remo Avenue Suite 200 Coral Gables, FL 33146
Murray Sams, Jr.	1500 San Remo Avenue Suite 200 Coral Gables, FL 33146

ARTICLE VIII - INITIAL OFFICERS OF THE CORPORATION

The initial officers of this corporation shall be as follows:

Pietrina M. Sams	President
Murray Sams, Jr.	Secretary/Treasurer

ARTICLE IX

The name and address of the person signing these Articles is Pietrina M. Sams.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of TMS ENTERPRISES, INC., this 23rd day of February 1995.

Pietrina M. Sams
Pietrina M. Sams

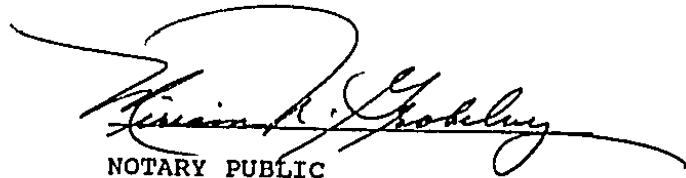
STATE OF FLORIDA)

)SS

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared PIETRINA M. SAMS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of February 1995.



NOTARY PUBLIC

(Seal)



OFFICIAL SEAL
MIRIAM N. GROBELNY
My Commission Expires
Oct. 19, 1996
Comm. No. CC 236983

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ARTHUR B. STARK
REGISTERED AGENT

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FEB 27 PM 3:00
TALLAHASSEE, FLORIDA