

P95000028146

**TENCO II, INC.
8 Bannock Road
Palm Beach Gardens, Florida 33418**

FILED
25 APR -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: TENCO II, INC.

600001448706
-04/06/95--01075--003
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for Tenco II, Inc. together with a check in the amount of \$122.50 for filing. Please file these Articles and send back the certified copy to the address noted above.

Thank you for your assistance.

Very truly yours,

Vicki Bernstein
Vicki Bernstein
Administrative Assistant

/vb
enclosures

ARTICLES OF INCORPORATION

OF

TENCO II, INC.

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is:

TENCO II, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSES

The purpose for which this Corporation is organized are to do all things necessary or convenient to carry out its business and affairs, and for any other lawful purpose or purposes.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is:
8 Bannock Road, Palm Beach Gardens, Florida 33418.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock at \$1.00 par value per share.

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ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 8 Bannock Road, Palm Beach Gardens, Florida 33418, and the name of its initial registered agent at that address is **Todd Tendrich**. The initial principal office of the Corporation shall be 8 Bannock Road, Palm Beach Gardens, Florida 33418, which is its mailing address.

ARTICLE VIII - DIRECTORS

The number of Directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a Director until the first annual meeting of Shareholders, or until their successors are elected and qualify, are:

Name

Address

Todd Tendrich

8 Bannock Road
Palm Beach Gardens, FL 33418

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator is:

Name

Address

Todd Tendrich

8 Bannock Road
Palm Beach Gardens, FL 33418

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed as provided in Florida Statutes.

DATED this 31st day of March, 1995.



Todd Tendrich
(Incorporator and Registered Agent)

STATE OF FLORIDA

COUNTY OF PALM BEACH

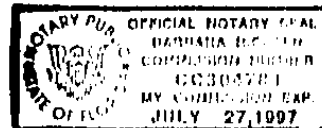
The foregoing Articles of Incorporation were acknowledged before me this 21st
day of March, 1995.

Notary Public:

Sign: Barbara Rickson
Print: Barbara Rickson

State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for **TENCO II, INC.**, at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0501 Florida Statutes.

DATED: March 31, 1995

By: _____

Todd Tondrich