

**LAW OFFICES OF
POSESS & WALSER, P.A.**
7015 HIRACASA WAY, SUITE 201
(CORNER OF PALMITO PARK & POWIRLINE RDS.)
BOCA RATON, FLORIDA 33433
(407) 750-1040
Telexcopier: (407) 750-0708

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 21 PM 12:55

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLEY, ACCOUNTANT
GARY LATMAN, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES P. POSSESS
DOUGLAS R. NEU
MONA S. WHEISS
GISELLE H. ASMAR

PA50000B/460

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

600001456096
-04/13/95--01079--014
****122.50 ****122.50

Re: **AquisitionTC, Inc.**

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	35.00
Total	\$122.50

WFS-873

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser

Thomas C. Walser

06/28 4/18/95
cc 6/2
cc 6/7
(TB)

TCW:lm

cc: Temple Williams



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1995

THOMAS C. WALSER
7015 BERACASA WAY STE 201
CORNER OF PALMETTO PARK & POWERLINE ROAD
BOCA RATON, FL 33433

SUBJECT: AQUISITION TC, INC.
Ref. Number: W95000008231

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 195A00018004

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF**

AquisitionTC, Inc.

RECEIVED
FEB 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **AquisitionTC, Inc.** The principal office and mailing address is 621 NW 53rd Street, Suite 395, Boca Raton, FL 33487.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

|

NAME

Temple Williams

ADDRESS(ES)

3755 Mykonos Court
Boca Raton, FL 33487

ARTICLE IX

The name and address of each incorporator is/are:

NAME(S)

Thomas C. Walsler, Esq.

ADDRESS(ES)

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

DATED this 10 day of April, 1995.

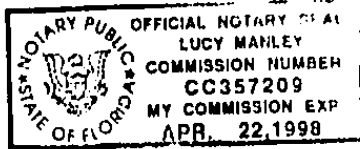
Thomas C. Walsler
Thomas C. Walsler, Esq., Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 10 day of April, 1995, by Thomas C. Walsler, Esq. who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:

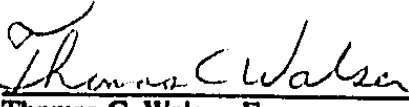
Lucy Manley
Notary Public



LUCY MANLEY

CONSENT OF REGISTERED AGENT

I, **Thomas C. Walser, Esq.**, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Thomas C. Walser, Esq.,
Registered Agent

95 APR 21 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9 50000 31460

POSESS & WALSER, P.A.
7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
(407) 750-1040
Telecopier: (407) 750-0708

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLHY, ACCOUNTANT
GARY LATMAN, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
MONA S. WISS
GISELE E. ASMAR

April 26, 1995

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 Gaines Street
Tallahassee, FL 32301

700001471067
-05/02/95--01102--009
*****35.00 *****35.00

RE: AcquisitionTC, Inc.

Enclosed please find the executed Amendment to the Articles of Incorporation of AcquisitionTC, Inc. (the word "Acquisition" was originally spelled wrong, therefore, this change is being submitted.)

Also enclosed is a check in the amount of Thirty-Five (\$35.00) Dollars made payable to the Secretary of State for this name change.

Please forward your Letter of Confirmation at your earliest convenience.

Sincerely,

Thomas C. Walser
Thomas C. Walser

FILED
95 JUN 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TCW:lm

U95000010535

CRB
6/22
#789, 524, 671#



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1995

Thomas C. Waiser, Esquire
7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

SUBJECT: AQUISITIONTC, INC.
Ref. Number: P9500031460

We have received your document for AQUISITIONTC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an officer or director in the corporation.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 195A00025359

AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AcquisitionTC, Inc.

The following text is substituted for Article "FIRST" in the Articles of Incorporation of AcquisitionTC, Inc. (the "Corporation"):

FILED
JUN 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST:

The Name of the Corporation is AcquisitionTC, Inc..


This Amendment was adopted on the 9 day of August, 1995, by the written consent of all of the directors and shareholders of the Corporation pursuant to Section 607.181, Florida Statutes.

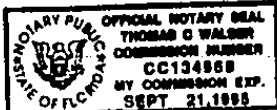

Temple Williams, Director

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 9 day of August, 1995, by Temple Williams, Director of the corporation, who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:


Notary Public



THOMAS C. WALSER

P95000031460

LAW OFFICES OF
THOMAS C. WALSER, P.A.
7015 BERACASA WAY, SUITE 201
(N.W. CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433

THOMAS C. WALSER*
LL.M. - ESTATE PLANNING
CHARLES P. FOSBERG**
LORRI J. KOLBERT KLEIN
CARYN J. CLAYMAN***

* Member of Florida, Minnesota & Illinois Bars
** Member of Florida & New Jersey Bars
*** Member of Florida, Virginia & Colorado Bars

BOCA RATON: (407) 730-1040
FACSIMILE: (407) 730-0700

File Number: 2659

June 12, 1995

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 Gaines Street
Tallahassee, FL 32301

RE: AcquisitionTC, Inc.

800001514848
-06/16/95--01013--004
*****35.00 *****35.00

Dear Sir:

Enclosed please find your fee, \$35.00, and the Statement of Change of Registered Office and Registered Agent for the above-referenced corporation.

Please forward confirmation of same in the enclosed envelope.

Thank you for your assistance.

Sincerely,

J. Walser

Thomas C. Walser

TCW:lm
Enc.

FILED
95 JUN 16 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA chg
KRB
6/22

Charter Number P95000031460
Date Filed 4/21/95

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: AcquisitionTC, Inc..
2. The name and address of its present registered agent is:

Thomas C. Walsler, Esq., 7015 Beracasa Way, Suite 201, Boca Raton, Florida 33433
3. The name and street address to which its registered agent is to be changed is (P.O. Box not acceptable):

Temple Williams, 621 NW 53rd Street, Suite 395, Boca Raton, FL 33487
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature _____

Date _____

Temple Williams
4/21/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Print/Type Name: Temple Williams

Signature: _____

Agent

Date: 6-9-95

FILED
95 JUN 16 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA