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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
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(((H95000004165)))
NAME: T & D COMPANY
FAX AUDIT NUMBER: H95000004165
DATE REQUESTED: 04/12/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:22:42
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 2, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M C COMPANY, INC.
REF: W95000007877

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004165
Letter Number: 895A00021001

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

April 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: T & D COMPANY OF MIAMI
REF: W95000007877

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004165
Letter Number: 395A00017179

ARTICLES OF INCORPORATION
OF

M C COMPANY OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of the corporation is:

M C COMPANY OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

Prepared by:
Coleen O. Henderson, Esq.
255 Alhambra Circle
Suite 610
Coral Gables, Fl. 33134
Fla. Bar No. 0938520
(305) 448.4480

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95 MAY -3 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is: DEBORAH A. MILLER, 4444 S.W. 71st Avenue, Suite 108, Miami, Florida 33155.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 4444 S.W. 71st Avenue, Suite 108, Miami, Florida 33155.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

DEBORAH A. MILLER
4444 S.W. 71st Avenue
Suite 108
Miami, Florida 33155

ARTICLE VII - INCORPORATOR

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

DEBORAH A. MILLER
4444 S.W. 71st Avenue
Suite 108
Miami, Florida 33155

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of May, 1995.

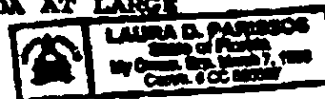
Deborah A. Miller
DEBORAH A. MILLER,
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DEBORAH A. MILLER, known by me to be the person who executed the foregoing Articles of Incorporation, or who produced Fla. Drivers License as identification, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of May, 1995.

Laura E. Parissos
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



My commission expires:

591h000005bit

(F.S. Sec. 48.091)

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named DEBORAH A. MILLER, whose address is 4444 S.W. 71st Avenue, Suite 108, Miami, Florida 33155, as its agent to accept service of process within Florida.

By: Deborah A. Miller
DEBORAH A. MILLER

DATED this 1st day of May, 1925.

ACCEPTANCE

Having been named to accept service of process for N C COMPANY, INC. at 4444 S.W. 71st Avenue, Suite 108, Miami, Florida 33155, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

95 MAY -3 PM 2: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this 15th day of May, 1995.

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35 MAY -3 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EMPIRE CORP. KIT

WJF

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