

GARRY R. SPEAR
ATTORNEY AT LAW
9660 W. Sample Road
Third Floor
Coral Springs, Florida 33065

P95000050752

June 27, 1995

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

RECEIVED
JUN 28 1995
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Incorporation - TPG, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for TPG, Inc. The \$35.00 filing fee and the \$35.00 designation of registered agent fee are enclosed.

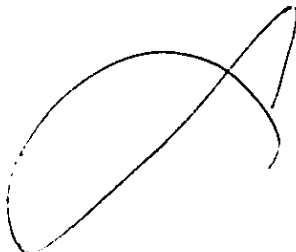
Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear
Incorporator

Enclosure
cc: file



FILED
95 JUN 28 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TPG, INC.

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

TPG, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE FIVE

PLACE OF BUSINESS

The street address of the principal place of business is:

9660 W. Sample Road
Third Floor
Coral Springs, Florida 33065

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9660 W. Sample Road, Third Floor, Coral Springs, Florida 33065 and the initial registered agent at such address is Douglas A. Miller.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Douglas A. Miller
9660 W. Sample Road
Third Floor
Coral Springs, Florida 33065

Barry Goldstein
1900 N.E. 211th Street
N. Miami Beach, Florida 33179

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:


Garry R. Spear
9660 W. Sample Road
Third Floor
Coral Springs, Florida 33065

ARTICLE TEN

COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this ____ day of June, 1995.

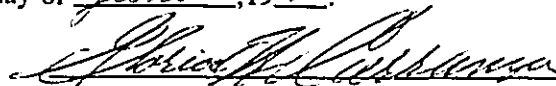

Garry R. Spear

STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Garry R. Spear, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 27 day of June, 19 95.



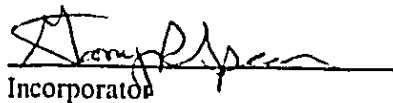
Notary Public
State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP JUNE 30, 1995
BONDED THRU GENERAL INS. UND.

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Douglas A. Miller as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.


Douglas A. Miller

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95 JUN 28 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA