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ATTORNEYS AND COUNSELORS AT LAW

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RICHARD M. BELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 28, 1995

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

Re: T. Pace Corporation

To Whom It May Concern:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing fees	\$ 35.00
Certified copy	52.50
Registered agent	35.00

Total	\$122.50
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Should you have any questions, please do not hesitate to call my office.

Very truly yours,


Richard M. Selman

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****122.50 ****122.50

RMS/kcr
Enclosure as noted

upw

ARTICLES OF INCORPORATION

OF

T. PACE CORPORATION

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE - NAME AND PRINCIPAL OFFICE LOCATION

The name of this corporation shall be: T. PACE CORPORATION. The principal office address is 7041 Woodmont Way, Tamarac, Florida 33321.

ARTICLE TWO - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE - PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: Transact any and all lawful business.

ARTICLE FOUR - POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act, including but not limited to:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any of all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee, or agent of the corporation

to the full extent as permitted by Florida Statute 607.014.

ARTICLE FIVE - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of \$1.00 par value common stock, which shall be designated "common shares."

ARTICLE SIX - INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is: 7041 Woodmont Way, Tamarac, Florida 33321. ^{Tracy Pace}

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be increased by the bylaws. The name and address of the initial Director of this corporation are:

Tracy Pace
7041 Woodmont Way
Tamarac, Florida 33321

ARTICLE EIGHT - INCORPORATOR

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

Tracy Pace
7041 Woodmont Way
Tamarac, Florida 33321

ARTICLE NINE - RESTRICTIONS ON TRANSFER OF STOCK

Shares of the capital stock ("Common Shares") shall be issued initially to the following person(s) and in the following amounts set opposite their name:

Tracy Pace

500 shares

Shares held by the initial shareholder(s) listed above may not be

resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares are first to be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE NINE - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE TEN - INDEMNIFICATION

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

ARTICLE ELEVEN - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of June, 1995.

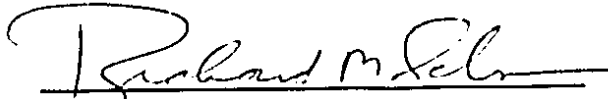
Tracy Pace
TRACY PACE

STATE OF FLORIDA

COUNTY OF Dade County

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TRACY PACE, 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 22 day of June, 1995.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



RICHARD M. SELMAN
MY COMMISSION # CC 170065 EXPIRES:
February 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

OF

T. PACE CORPORATION

Having been named to accept service of process for the above named corporation at the place designated in the attached Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

Tracy Pace
TRACY PACE

SWORN TO AND SUBSCRIBED before me this 13 day of June, 1995
who produced FLA DC as identification.

Richard M. Selman
NOTARY PUBLIC

MY COMMISSION EXPIRES:



RICHARD M. SELMAN
MY COMMISSION # CC 176965 EXPIRES
February 25, 1998
BONDED THRU TRACY PACE INSURANCE, INC.

63 JUN 29 AM 10:39

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the Corporate Regulations, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

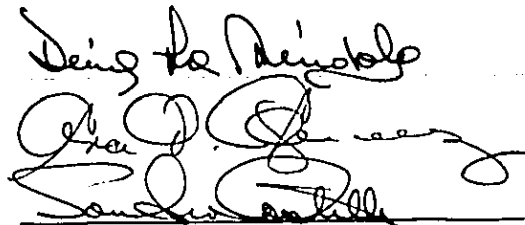
CLARA NABARRO LAMENDOLA	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175
ANA T. ARGANARAZ	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175
SANDRA CASTILLO	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

CLARA NABARRO LAMENDOLA	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175
ANA T. ARGANARAZ	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175
SANDRA CASTILLO	14417 S.W. 45 TERRACE, MIAMI, FLORIDA	33175

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23 day of MAY, 19 5.

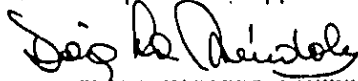


STATE OF FLORIDA)

) SS

COUNTY OF DADE)

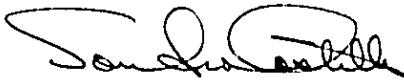
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared



CLARA NABARRO LAMENDOLA



ANA T. ARGANARAZ



SANDRA CASTILLO

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that ~~they~~ executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name, and that an oath was not taken.

Witness my hand and official seal in the County
and State last aforesaid, this 23 day of MAY
1990.5





Notary Public

CARIDAD P. LEISECA

CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 PM 2:49

CERTIFICATE OF REGISTERED AGENT

OF

T.C.S. SERVICE CORPORATION

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation, at

14417 S.W. 45 TERRACE
MIAMI, FLORIDA 33175

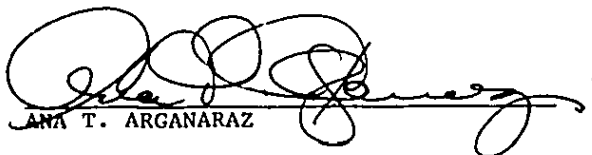
has named

T.C.S SERVICE CORPORATION

located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


ANA T. ARGANARAZ