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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 28, 1995

DONALD CALLARMAN
10610 WASHINGTON ST STE 201
PEMBROKE PINES, FL 33025-3536

SUBJECT: RUFFIAN INC.
Ref. Number: W95000013176

We have received your document for RUFFIAN 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 must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 595A00031679



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 7, 1995

DONALD CALLARMAN
10610 WASHINGTON ST
STE 201
PEMBROKE PINES, FL 33025-3536

SUBJECT: RUFFIAN INC.
Ref. Number: W95000013656

We have received your document for RUFFIAN 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 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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 295A00032840

ARTICLES OF INCORPORATION
OF

TENPRO INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS: TENPRO INC.

ARTICLE II

DURATION

THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL, COMMENCING
ON THE DATE OF RECEIPT AND ACKNOWLEDGMENT OF THE ARTICLES BY THE
SECRETARY OF STATE.

ARTICLE III

PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO ENGAGE
IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED
STATES AND OF THIS STATE.

ARTICLE IV

CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE
THE AUTHORITY TO ISSUE IS 1,000 SHARES OF CAPITAL STOCK WITH A PAR
VALUE OF \$1.00 PER SHARE.

SECRET
FLORIDA
JUL 16 1965

THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME. THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.

ARTICLE V

DIVIDENDS

THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, IN PROPERTY, OR IN SHARES OF THE CAPITAL STOCK OF THE CORPORATION.

ARTICLE VI

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF HIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT:

10610 WASHINGTON ST #201
PEMBROKE PINES, FL. 33025

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION

IS:

10610 WASHINGTON ST. #201
PEMBROKE PINES, FL. 33025

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE
CORPORATION IS:

DONALD CALLARMAN
10610 WASHINGTON ST #201
PEMBROKE PINES, FL. 33025

ARTICLE IX

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE
NUMBER OF DIRECTORS MAY BE INCREASED OF DIMINISHED FROM TIME TO
TIME BY THE BY-LAWS. THE NAME(S) AND ADDRESS(ES) OF THE INITIAL
DIRECTOR(S) OF THIS CORPORATION IS/ARE:

DONALD CALLARMAN
10610 WASHINGTON ST #201
PEMBROKE PINES, FL. 33025

ARTICLE X

INCORPORATORS

THE NAMES AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

DONALD CALLARMAN
10610 WASHINGTON ST #201
PEMBROKE PINES, FL. 33025

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN
CONCENT AS PROVIDED BY LAW.

RECEIVED
FEB 17 1965
FBI - MIAMI

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN REGULAR OR SPECIAL MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE XIII

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE EXTENT PERMITTED BY LAW.

ARTICLE XIV

AMENDMENT

THE CORPORATION RESERVES THIS RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.


IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 11TH DAY OF JULY, 1995.


DONALD CALLARMAN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED,
DONALD CALLARMAN, TO ME WELL KNOWN TO BE THE PERSON DESCRIBED
IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND
HE ACKNOWLEDGED TO AND BEFORE ME THAT HE EXECUTED SAID INSTRUMENT
FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND SEAL THIS 11TH DAY OF JULY, 1995.

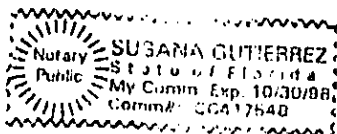


NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME: -----

Susana Gutierrez

MY COMMISSION EXPIRES:



ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Donald Callarman
DONALD CALLARMAN

55 JUL 16 11 28 AM '51
SECRET
CALLARMAN

P95000054410
LAW OFFICE OF
STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD • SARASOTA, FLORIDA 34239
(941) 925-2324 • (941) 921-2047 (FAX)

July 10, 1996

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*****35.00 *****35.00

Division of Corporations
409 E. Gaines
Tallahassee, Florida 32399

RE: REGISTERED AGENT CHANGE

Dear Sir/Madam:

Please change the registered agent on the corporation known as
Tenpro, Inc.

Please mail a copy of the filed amendment to us.

If you have any questions, please don't hesitate to call me.

Sincerely,

Barbara A. Cook

Barbara A. Cook
Legal Assistant

FILED
96 JUL 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JUL 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LA chg
RRG
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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: TENPRO INC.

1b. The mailing address of the corporation is: 2414 Bee Ridge Road
Sarasota, FL 34239

1c. Date of incorporation: 07/14/95 Document number: P95000054410(2)

2. The name and address of the current registered agent and office:

Donald Callarman
10610 Washington Street, Suite 201
Pembroke Pines, FL 33025

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Steven Voigt
2414 Bee Ridge Road
Sarasota, FL 34239

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Juliette E. Cassavoy
(Signature of an officer, chairman or vice chairman of the board)

Juliette E. Cassavoy
(Printed or typed name and title)

Jun 21/96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

[Signature]
(Signature of Registered Agent)

6-28-96
(Date)

If signing on behalf of an entity:

STEPHEN F. VOIGT, P.A.
(Typed or Printed Name)

REGISTERED AGENT
(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314