

H950000 23687

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: T.P.J.P. INC.
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09/27/95

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ARTICLES OF INCORPORATION
OF
T. P. J. P. INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
T. P. J. P. INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:
9153 SW 141 PLACE

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MIAMI, FLORIDA 33186,
and the name of the initial Registered Agent for the corporation at that
address is ANTONIO PACHAS.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the
requirements of Section 1244 of the Internal Revenue Code and the regu-
lations issued thereunder. Such actions as may be necessary shall be
deemed to have been taken by the appropriate officers to accomplish this
compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his
services, shall, in the absence of fraud, be indemnified, whether then
in office or not, for the reasonable cost and expenses incurred by him
in connection with the defense of, or for advice concerning any claim
asserted or proceeding brought against him by reason of his being or
having been a director, stockholder or officer of the corporation or
of any subsidiary of the corporation, whether or not wholly owned, to
the maximum extent permitted by law. The foregoing right of indemnifi-
cation shall be inclusive of any other rights to which any director,
stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and
other corporations, in the absence of fraud, shall be affected or in-
validated by the fact that any one or more of the directors of the
corporation is or are interested in a contract or transaction, or are
directors or officers of any other corporation, and any director or
directors, individually or jointly, may be a party or parties to, or
may be interested in such contract, act or transaction, or in any way
connected with such person or person's firm or corporation, and each
and every person who may become a director of the corporation is here-
by relieved from any liability that might otherwise exist from this
contracting with the corporation for the benefit of himself or any firm,
association or corporation in which he may be in any way interested.
Any director of the corporation may vote upon any transaction with the
corporation without regard to the fact that he is also a director of
such subsidiary or corporation.

This corporation shall have a minimum of one director. The
initial Board of Directors shall consist of:

ANTONIO PACHAS
JEAN PAUL ESPINOSA

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:


ANTONIO PACHAS
9153 SW 141 PLACE
MIAMI, FLORIDA 33186

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22ND day of SEPTEMBER, 1995.

Incorporator:

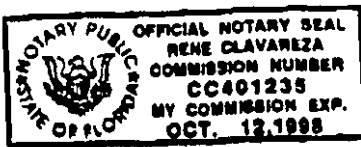


The foregoing instrument was executed and acknowledged before me at MIAMI, County of Dade, State of Florida, this 22nd day of September, 1995 by Antonio Pachas ("Incorporator"), ~~who showed DL~~ who showed DL as identification and who ~~did~~/did not take an oath.

(SEAL)



Notary Public
State of _____
My Commission Expires: _____



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DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. T. P. J. P. INC., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

9153 SW 141 PLACE
MIAMI, FLORIDA 33186

ANTONIO PACHAS has named:

ANTONIO PACHAS
9153 SW 141 PLACE
MIAMI, FLORIDA 33186

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

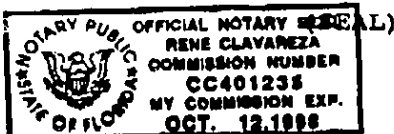
Registered Agent:

[Signature]

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared Antonio Pachas ("Registered Agent"), at Miami County of Dade, State of Florida, who showed DL as identification and who did/did not take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22nd day of September, 1995.



[Signature]
Notary Public
State of _____
My Commission Expires: _____