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LAW OFFICES

LINSKY & REIDER

TWIGGS LEGAL CENTER, SUITE 200
601 EAST TWIGGS STREET
TAMPA, FLORIDA 33602
(813) 228-7800 FAX (813) 228-0010

November 29, 1995

Office of Secretary of State
Corporation Section, Chapter Division
State Capitol
Tallahassee, Florida 32304

Re: T.C., INC.

500001651145
-12/01/95--01055--004
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find two originals of the Articles of Incorporation and Certificate Designating Registered Office for T.C., Inc., together with a check for \$122.50. Please file these documents and return the duplicate original to me together with a certified copy of the charter.

Thank you for your cooperation with this request. If you have any questions concerning this matter, please call me.

Very truly yours,



Janet L. Shaver
Legal Assistant

FILED
95 JAN 30 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 29 1996

DEC 9 1995
SECRET
BSB

503

WCP5-23702



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1995

LAW OFFICES LINSKY & REIBER
TWIGGS LEGAL CENTER SUITE 200
601 EAST TWIGGS STREET
TAMPA, FL 33602

SUBJECT: T.C., INC.
Ref. Number: W95000023702

We have received your document for T.C., 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00052785

LAW OFFICES

LINSKY & REIDER

TWIGGS LEGAL CENTER, SUITE 200
601 EAST TWIGGS STREET
TAMPA, FLORIDA 33602
(813) 223-7500 FAX (813) 223-0010

January 26, 1996

Office of Secretary of State
Corporation Section, Chapter Division
State Capitol
Tallahassee, Florida 32304

Attn: Brenda Baker, Corporate Specialist

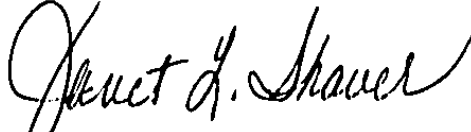
Re: ThomCat Holdings, Inc.

Dear Ms. Baker:

Enclosed herewith please find two originals of the Articles of Incorporation and Certificate Designating Registered Office for ThomCat Holdings, Inc., together with your December 5, 1995, letter regarding the unavailability of T.C., Inc. Please file these documents and return the duplicate original to me together with a certified copy of the charter.

Thank you for your cooperation with this request. If you have any questions concerning this matter, please call me.

Very truly yours,



Janet L. Shaver
Legal Assistant

ARTICLES OF INCORPORATION
of
THOMCAT HOLDINGS, INC

FILED
96 JAN 30 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(7)

The following Articles of Incorporation are adopted by the undersigned, for the purpose of forming a corporation under the provisions of the laws and statutes of the State of Florida:

ARTICLE I

(NAME)

The name of the corporation is:

THOMCAT HOLDINGS, INC.

ARTICLE II

(INITIAL PRINCIPAL OFFICE)

The initial principal office and mailing address of the corporation is 4700 Melrose, Tampa, Florida 33629.

ARTICLE III

(DURATION)

This corporation shall have a perpetual existence.

ARTICLE IV

(PURPOSE)

The purposes for which this corporation is organized are:

To transact any and all other lawful business in which corporations may engage under the laws of the State of Florida.

ARTICLE V
(CAPITAL STOCK)

The corporation is authorized to issue 1,000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be canceled and reissued at any time in whole or in part in compliance with the By-laws of the Corporation. The Corporation's stock shall be paid for in cash, services, or property, in such other manner as the Corporation's Board of Directors may approve.

ARTICLE VI
(DIVIDENDS)

The holders of the common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Corporation's Board of Directors. Dividends may only be paid either from the corporation's net earnings or from the Corporation's surplus assets, including capital, over liabilities. Dividends may be payable either in cash, property, or shares of the common stock of the corporation, as determined by the Corporation's Board of Directors.

ARTICLE VII
(INITIAL REGISTERED OFFICE AND AGENT)

The street address of the initial registered office of the corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602. The name of the initial registered agent of the corporation at that address is MICHAEL A. LINSKY.

ARTICLE VIII
(INCORPORATORS)

The name and post office address of the incorporator of these Articles of Incorporation is:

Michael Catena
c/o Michael A. Linsky, Esquire
601 East Twiggs Street, Suite 200
Tampa, Florida 33602

ARTICLE IX
(BY-LAWS)

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated this 11 day of January, 1996.



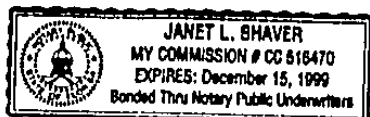
MICHAEL CATENA

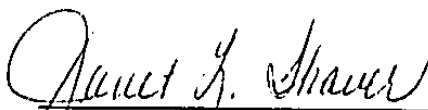
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, MICHAEL CATENA, as incorporator, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 11 day of January, 1996.

My Commission Expires:





Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

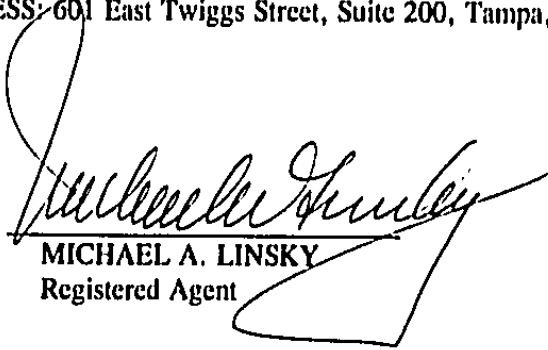
**JAN 30 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The following is submitted in compliance with Section 48.091, of the Florida Statutes:

1. THOMCAT HOLDINGS, INC., desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Tampa, Hillsborough County, Florida, and names Michael Linsky, as its agent to accept service of process within the state of Florida.

2. Having been named to accept service of process for THOMCAT HOLDINGS, INC., at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping the Corporation's principal office open.

3. REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Suite 200, Tampa, Florida 33602.

By: 

MICHAEL A. LINSKY
Registered Agent