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TUDZAROV & GREENBERG, P.A.
ATTORNEYS AT LAW

345 WEST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33311 (305) 561-2700
FAX (305) 561-1835

LOUISE E. TUDZAROV*
ALANNE M. GREENBERG
* ALSO ADMITTED IN MICHIGAN



January 23, 1996

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

Re: *Atlantic Ocean, Inc.*
T & S of Florida, Inc.

Dear Sir/Madam:

500001697665
-01/25/96--01032--004
****122.50 ****122.50

Please find enclosed the original and one copy of the Articles of Incorporation for T. & S. of Florida, Inc., along with a check in the sum of \$122.50. Please file these articles and return the original to this office in the self-addressed, stamped envelope provided.

Thank you for your assistance in this matter. Should you have any questions or desire additional information, please contact this office.

Very truly yours,

Kimberly A. Wynn

Kimberly A. Wynn
Legal Assistant

/kaw
Enc.

called 1-29-96

DMC
2-29-96

FILED
96 FEB 29 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-23-96

TUDZAROV & GREENBERG, P.A.
ATTORNEYS AT LAW

345 WEST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33311 (305) 561-2700
FAX (305) 561-1815



LOUISE L. TUDZAROV*
ALAN S. GREENBERG
*ALSO ADMITTED IN MICHIGAN

February 27, 1996

Doris McDuffie
Corporate Specialist Supervisor
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Re: T & S Atlantic Ocean, Inc.

Dear Ms. McDuffie:

Enclosed, please find the original and two copies of the Articles of Incorporation for T & S Atlantic Ocean, Inc., along with a copy of your letter dated February 16, 1996. Please file these Articles and return same to this office at your earliest convenience.

Thank you for your assistance in this matter. Should you have any questions, please contact this office.

Very truly yours,

Kimberly A. Wynn

/kaw
Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 10, 1996

KIMBERLY A. WYNN, LEGAL ASSISTANT
TUDZAROV & GREENBERG, P.A.
345 WEST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FL 33311

SUBJECT: T. & S. OF FLORIDA, INC.
Ref. Number: W96000003623

We have received your document for T. & S. OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00006927

**ARTICLES OF INCORPORATION
OF
T & S ATLANTIC OCEAN, INC.**

FILED

96 FEB 29 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the
Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is T & S ATLANTIC OCEAN, INC., having its principal
place of business at 900 North Ocean Boulevard, Pompano Beach, Florida 33062.

ARTICLE II

The period of duration of the corporation is perpetual.

EFFECTIVE DATE

2-23-96

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any
activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one hundred (100) shares all of one class
of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is 345 W. Oakland Park Blvd., Fort
Lauderdale, Florida 33311 and the name of its registered agent at said address is Louise E.
Tudzarov.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two, whose names
are:

James A. Dugan
Director

900 North Ocean Boulevard
Pompano Beach, FL 33062

Harry J. Ward
Director

900 North Ocean Boulevard
Pompano Beach, FL 33062

ARTICLE VII

The name and address of the incorporator is:

Harry J. Ward

900 North Ocean Boulevard
Pompano Beach, FL 33062

ARTICLE VIII

The Shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a two-thirds vote of the common stock.

ARTICLE IX

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

ARTICLE X


The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 23rd day of February, 1996, which is the date of subscription and acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed

within five days after such date.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Broward County, Florida on the 23rd day of February 1996.

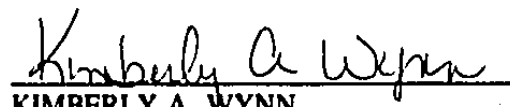

HARRY J. WARD

STATE OF FLORIDA

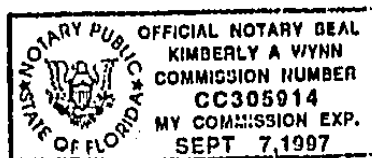
COUNTY OF BROWARD

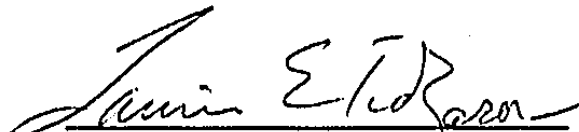
BEFORE ME, the undersigned appeared Harry J. Ward, who is to me personally known to be the person in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Fort Lauderdale, in said County and State this 23rd day of February 1996.


KIMBERLY A. WYNN
Notary Public, State of Florida

My Commission Expires:



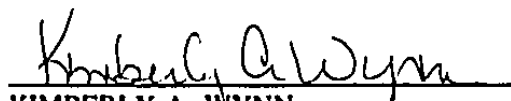

LOUISE E. TUDZAROV, ESQ.

STATE OF FLORIDA

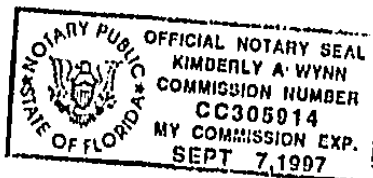
COUNTY OF BROWARD

BEFORE ME, the undersigned appeared Louise E. Tudzarov, Esq., who is to me personally known to be the person in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my office seal at Fort Lauderdale, in said County and State this 23 day of February, 1996.


KIMBERLY A. WYNN
Notary Public, State of Florida

My Commission Expires:

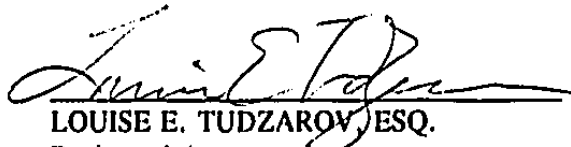


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

First that T & S ATLANTIC OCEAN, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named Louise E. Tudzarov, located at 345 W. Oakland Park Boulevard, Fort Lauderdale, Broward County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at 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.


LOUISE E. TUDZAROV, ESQ.
Registered Agent

FILED
96 FEB 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA