

P96000024730

FULLER & HENRY P.L.L.

ATTORNEYS AT LAW

DONALD M. HAWKINS*
THOMAS L. DALRYMPLE
CHARLES R. LRECH, JR.
RAYMOND G. RSCHE
JAMES M. MORTON, JR.
JOHN W. HILBERT, II
LOUIS E. TOSI
STEPHEN J. STANFORD
RAY A. FARRIS
THOMAS M. GROMOR
CRAIG J. VAN HORNSTAN
STEPHEN R. MOSIER
THOMAS S. ZARMBRA

WILLIAM L. PATRICK
JOHN J. SICILIANO
MARTIN J. WITTIENBIL
DOUGLAS G. HAYNAM*
OLRNN L. NAMRO
MARY ANN WHIPPLE*
SUKA SIKKEMA
DAVID R. BAINBRIDGE
MARTIN D. CARRIGAN
DENNIS A. LYER
MICHAEL E. BORN
DANIEL T. ELLIS
JOHN E. MAUNTLEK

ONE SEAGATE, SUITE 1700
P O BOX 2088
TOLEDO, OHIO 43603
(419) 247-2000 TELRCOPERR (419) 247-2000

2210 HUNTINGTON CENTER
41 SOUTH HIGH STREET
COLUMBUS, OHIO 43210
(614) 228-0011 TELRCOPERR (614) 228-0023

120 JEFFERSON STREET
PORT CLINTON, OHIO 43402
(419) 734-2183 TELRCOPERR (419) 732-8246

WRITER'S DIRECT DIAL NUMBER

(419) 247-2868

March 6, 1996

REGINA M. JONPHI
ANDREW K. RANAZZI*
LANCE M. KRIPPER
MICHAEL J. O'CALLAGHAN
JOANPH B. SIMPSON
SCOTT O. ELLERK
JAMES B. YATTS
CRAIG A. STUNTS
MARGARET O. BECK*

JOHN C. EVERHARDUS
LINDA J. CALLAHAN-BROWN
ROBERT B. HADUCKI
KINNA K. PRSIN**
LISA A. STEINLE
KIRK R. KARAMANIAN*
JOHN D. GILLERPIN
JOHN D. BILK
BARBAR R. THORPE

COUNSEL

STEPHEN A. YARBROUKIII
ALAN C. BOYD
DWIGHT H. MORRISRAD

THRODOR R. VOGT*
DAVID W. KIRNLER**
NIRAV D. PARIKH

*ALSO ADMITTED IN PENNSYLVANIA
NEW JERSEY AND MISSOURI

**ALSO ADMITTED IN FLORIDA

FRANK E. FULLER (1901-1961)
LESLIE HENRY (1904-1976)

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN MICHIGAN

5000001745419
-03/15/96--01111--017
****122.50 ****122.50

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

Re: TFE, Inc.

Dear Sir/Madam:

Enclosed are an original and two copies of the Articles of Incorporation for TFE, Inc., a check in the amount of \$122.50 to cover the filing fee and the cost for a certified copy of the filed Articles, and the Certificate of Designation of Registered Agent/Registered Office.

Please return the documents to:

John E. Mauntler, Esq.
Fuller & Henry
One SeaGate, 17th Floor
Toledo, Ohio 43604

If you have any questions, please call me, collect, at 419-247-2868.

Very truly yours,

John E. Mauntler
John E. Mauntler

FILED
96 MAR 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-20-96

TJS

JEM/ksw
6965-3
Encls.

VIA FEDERAL EXPRESS

**ARTICLES OF INCORPORATION
OF
TFE, INC.**

A FLORIDA CORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is TFE, Inc.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be c/o NFS Holdings, Inc., One Harbor Business Center, 1901 S. Harbor City Blvd., Suite 600, Melbourne, Florida 32901.

ARTICLE III

PURPOSE

The corporation shall be organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

FILED
96 MAR 15 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of no par value common stock.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the corporation is Mr. Thomas J. Willes whose address is NFS Holdings, Inc., One Harbor Business Center, 1901 S. Harbor City Blvd., Suite 600, Melbourne, Florida 32901.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles is:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| John E. Mauntler, Esq. | Fuller & Henry P.L.L. One SeaGate, Suite 1700 Toledo, Ohio 43604 |

The undersigned incorporator has executed these Articles of Incorporation this 5th day of March, 1996.


John E. Mauntler

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TFE, Inc.

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

Thomas J. Wiles

(NAME)

c/o NFS Holdings, Inc., One Harbor Business Center
1901 S. Harbor City Blvd., Suite 600

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Melbourne, FL 32901

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

3-1-96

(DATE)

FILED
96 MAR 15 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA