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ABRAMS & ABRAMS, P.A.

DAVID S. ABRAMS
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March 18, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

1000001751721
-03/20/96--01111--007
****122.50 ****122.50

Re: Certificate of Incorporation
TC-00 GROUP, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

Perla Abrams
PERLA F. ABRAMS

PFA:mci
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 AM 10:26

96/3/20/96

**CERTIFICATE OF INCORPORATION
OF
TC-80 GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 AM 10:26

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

TC-80 GROUP, INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of One Dollar par value.

4. The principal office of the corporation shall be:

2801 N.W. 74th Street, #104, Miami, Florida 33122.

5. The amount of capital with which the corporation shall begin business is One Thousand (\$1,000.00) Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Paule O'Shea	President/ Secretary	2801 N.W. 74th Street #104 Miami, Florida 33122

7. The name and post office address of the subscribers to this Certificate of

Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least One Thousand (\$1,000.00) Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Paulae O'Shea	100	\$1,000.00

8. The corporation designates: DAVID S. ABRAMS, 2100 Ponce De Leon Boulevard Suite 1170, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Dade County, Florida, this 18th day of March, 1996.



PAULA O'SHEA

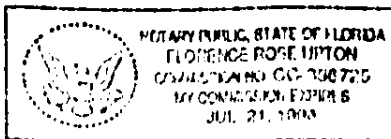
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared PAULA O'SHEA, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

MY COMMISSION EXPIRES:

Florence Rose Lipton
NOTARY PUBLIC




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING A GENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that TC-80 GROUP, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at Miami, County of Dade, State of Florida, has named DAVID S. ABRAH S, located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Resident Agent to accept Service of Process within this State.

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 provisions of said Act relative to keeping open said office.



DAVID S. ABRAH S

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 AM 10:26