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April 23, 1996

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for "TODD PRO, INC."

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for "TODD PRO, INC.". Also enclosed is a check in the amount of \$122.50 for filing purposes as well as a self-addressed stamped envelope to return a copy of the recorded document to our office.

Very truly yours,


Robert O. Kahn

ROK:lmq

Enclosures

MAY 1 1996

BSB

FILED
96 APR 25 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TODD PRO, INC.

FILED
96 APR 26 PM 1:34
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of the corporation is: TODD PRO, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 2,000 of one class of common stock having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.
PREEMPTIVE RIGHTS

Shareholders of corporation shall have preemptive rights.

ARTICLE V.
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida is:

MR. TODD WHITMAN

1031 San Rafael Street
St. Augustine, Florida 32084

INITIAL REGISTERED AGENT: Mr. Todd Whitman

INITIAL REGISTERED OFFICE: 1031 San Rafael Street
St. Augustine, Florida 32084

INITIAL PRINCIPAL OFFICE OF CORPORATION: 1031 San Rafael Street
St. Augustine, Florida 32084

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


TODD WHITMAN
REGISTERED AGENT

ARTICLE VI.

INITIAL DIRECTORS

The name and address of the initial Board of Directors are:

Mr. Todd Whitman, President, Vice President, Secretary, Treasurer, Director
1031 San Rafael Street
St. Augustine, Florida 32084

ARTICLE VIII.

INCORPORATOR

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

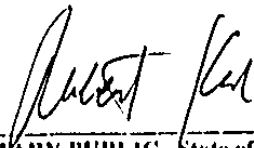
Mr. Todd Whitman
1031 San Rafael Street
St. Augustine, Florida 32084


TODD WHITMAN

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, personally appeared Todd Whitman to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed, who is personally known to me or who did produce as identification: personally known.

WITNESS my hand and official seal in the County and State named above this 23rd day of April, 1996.



NOTARY PUBLIC, State of Florida at Large
Printed Name: ROBERT KAHN

My commission expires:

ref incor-TW.doc



ROBERT KAHN
My Commission CC343924
Expires Jun. 18, 1998
Bonded by HAI
800-422-1558