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By Counsel

PLEASE REPLY TO
POST OFFICE DRAWER #308
WINTER PARK, FLORIDA 32789-2308
FACSIMILE (407) 740-0310

EFFECTIVE DATE
June 17, 1996

June 20, 1996

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

300001875353
-06/25/96--01127--015
***122.50 ***122.50

Re: Articles of Incorporation of TPC MANAGEMENT COMPANY

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of TPC MANAGEMENT COMPANY, together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before five working days from date of letter.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



WILLIAM P. WEATHERFORD, JR.

WPWjr:dAD
Enclosures
cc: TPC MANAGEMENT COMPANY

C:\WP\96-0224\ART-INC.LTR

FILED
96 JUN 24 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/26/96

ARTICLES OF INCORPORATION
OF
TPC MANAGEMENT COMPANY

FILED

96 JUN 24 PM 3:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE
June 17, 1996**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be TPC MANAGEMENT COMPANY.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at ~~7380~~ Sand Lake Road, Suite 510, Orlando, Florida 32819.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 7380 Sand Lake Road, Suite 510, Orlando, Florida 32819. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Pierre R. Pons. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Pierre R. Pons | 7380 Sand Lake Road, Suite 510 Orlando, Florida 32819 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Pierre R. Pons | 7380 Sand Lake Road, Suite 510 Orlando, Florida 32819 |
| Pauline A. Astrum | 7380 Sand Lake Road, Suite 510 Orlando, Florida 32819 |

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 17th day of June, 1996.



Pierre R. Pons

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Pierre R. Pons

Pierre R. Pons

Dated June 17, 1996.

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FILED
96 JUN 24 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA