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96000058704

July 8, 1996

Secretary of State
Department of State Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

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-07/11/96--01087--009
****122.50 ****122.50

Re: TLC Enterprise, Inc.
Our File Number 96-1003

Dear Sir/Madam:

We are enclosing an original and a copy of the Articles of Incorporation of TLC Enterprise, Inc. We are also enclosing our check in the amount of \$122.50 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	\$35.00
Filing Fee	35.00
Certified Copy of Articles	52.50
Total	\$122.50

After filing, please return a certified copy of the Articles of Incorporation to the undersigned at P.O. Box 783, Islamorada, Florida 33036.

Thank you.

Sincerely,

Amy S. Kozelka

Amy S. Kozelka
Paralegal

Enclosures
cc: Ms. Jacqueline Colbert

D. BROWN JUL 12 1996

ARTICLES OF INCORPORATION
OF
TLC ENTERPRISE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is TLC ENTERPRISE, INC.

2. The term of existence of the corporation shall be perpetual.

3. The principal office and the mailing address of the Corporation is 87745 Overseas Highway, Warehouse 3, Islamorada, Florida 33036.

4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

5. The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

6. The street address of the initial registered office of the corporation in Monroe County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

Jacqueline Colbert
87745 Overseas Highway
Warehouse 3
Islamorada, Florida 33036

7. The name and address of each incorporator of the corporation is as follows:

Name and street address

Jacqueline Colbert
87200 Overseas Highway, Q2
Islamorada, Florida 33036

8. The corporation shall have a Board of Directors of one (1) director initially. The number of directors shall be prescribed by the By-Laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified is as follows:

Name and street address

Jacqueline Colbert
87200 Overseas Highway, Q2
Islamorada, Florida 33036

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

10. No contract or other transaction between the corporation and its director, or between the corporation and

any other corporation, firm, association or other entity, in which its director is a director or officer, or is financially interested, shall be either void or voidable for this reason alone or by reason alone that such director is present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his vote is counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide.

The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 16 day of January 1996.

Jacqueline Colbert
JACQUELINE COLBERT
Incorporator and Registered
Agent

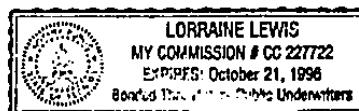
STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16th day of January, 1996, by JACQUELINE COLBERT, who is personally known to me or who has produced FL driver's license as identification and who did take an oath.

NOTARY PUBLIC:

Lorraine Lewis
LORRAINE LEWIS
State of Florida

My Commission Expires:



TLC ENTERPRISE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation effective as of the date of incorporation. I accept the duties and obligations of Chapter 607 of Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jacqueline Colbert
JACQUELINE COLBERT