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MIAMI, FL 33131
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096000070021



TELEPHONE & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 061811 81517A

AUTHORIZATION : *Patricia P. J. J.*
COST LIMIT : \$ 122.50 *Patricia P. J. J.*

ORDER DATE : August 22, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 061811

CUSTOMER NO: 81517A

T00001929617

CUSTOMER: Angel M. Garcia-Oliver, Esq
FERRELL & FERTEL, P.A.

Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: TOM 2000, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 22 PM 1:22

RECEIVED
96 AUG 22 AM 11:29
DIVISION OF CORPORATION

8/22/96

ARTICLES OF INCORPORATION

OF

TOM 2000, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 22 PM 1:22

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: TOM 2000, INC. The principal place of business of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in or transact any lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SMALL BUSINESS ELECTION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director initially. The names and street addresses of the initial officers and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

| | |
|----------------------|---------------|
| President /Director | GERARD DAIX |
| Secretary /Treasurer | ROBERT TEMEME |

ARTICLE VIII. INCORPORATOR

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

GERARD DAIX
201 South Biscayne Boulevard
Suite 1920
Miami, FL 33131

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1996.



GERARD DAIX
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

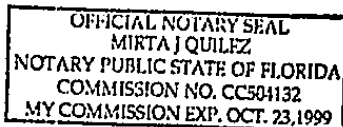
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GERARD DAIX, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. *(French Passport # 951464950)*

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of August, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



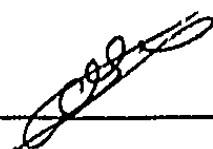
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 22 PM 1:22

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: TOM 2000, INC.
2. The name of the Registered Agent and address of the Registered Office is:
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301



GERARD DAIX
Title: Director/Incorporator
Date: August 21, 1996

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 that 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 obligation of my position as Registered Agent.



Registered Agent Karen B. Rozar

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared _____, to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of August, 1996.

Notary Public State of Florida

My Commission Expires:

Printed Notary Signature