

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

ATTORNEYS AT LAW

SUITE 401

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TALLAHASSEE, FLORIDA 32301

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ROBERT J. HUNT
JOSEPH R. COOK
DAVID A. RIGGS
RYAN E. MEHR
LAWRENCE J. MILLER

LANN J. BIRCH
LINDA F. FREEMAN

* I HAVE CERTIFIED TO MY BEST KNOWLEDGE AND BELIEF THAT I AM AN AMERICAN CITIZEN AND THAT I AM NOT A FOREIGNER OR A PERSON WHOSE NATIONALITY IS THAT OF A FOREIGN COUNTRY.

P96000097387

November 22, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: T. Off Tyme, Inc.

Dear Sir or Madam:

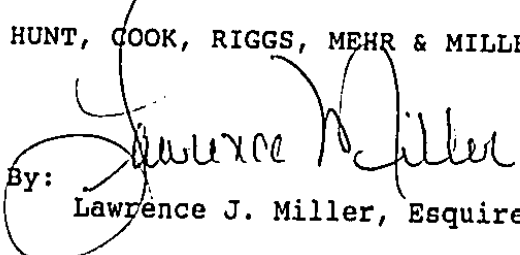
We enclose the original and one copy of the Articles of Incorporation for the above-named corporation with Acceptance of Registered Agent, together with our check in the amount of \$122.50 for payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt, to our office at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By: 
Lawrence J. Miller, Esquire

LJM:jlh
Enclosures

FILED
96 NOV 25 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Joe 12/3

ARTICLES OF INCORPORATION
FOR
T. OFF TYME, INC.

FILED
96 NOV 25 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for T. OFF TYME, INC.

1. The name of the corporation is T. OFF TYME, INC.
2. The principal office of the corporation is:
1323 S.E. 8th Avenue, Apt. #106A
Deerfield Beach, Florida 33441
3. The corporation shall have authority to issue 100 shares of stock, all of one class with a par value of \$1.00 per share.
4. The corporation's initial registered office is:
2200 Corporate Boulevard, Suite 401
Boca Raton, Florida 33431
The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address are:
Howard Kent
1323 S.E. 8th Avenue, Apt. #106A
Deerfield Beach, Florida 33441

7. The name and address of the incorporator is:

HCRM Corp.
2200 Corporate Boulevard, N.W., Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Business Corporation Act shall be the date of filing of these Articles of Incorporation with the Department of State.

Executed and subscribed at Boca Raton, Palm Beach County, Florida on November 21, 1996.

HCRM Corp., as Incorporator

By: Lawrence J. Miller, V.P.
Lawrence J. Miller, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of T. OFF TYME, INC. were acknowledged before me by Lawrence J. Miller, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 21 day of November, 1996 on behalf of HCRM Corp.

[SEAL]



Jami Lin Hays
Notary Public

My Commission Expires: 10-23-99

Print Name: Jami Lin Hays

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment registered agent of T. OFF TYME, INC. and acknowledges familiar with the obligations of that position.

FILED
96 NOV 25 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

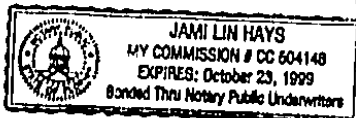
HCRM CORP.

By: Lawrence J. Miller
Lawrence J. Miller, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Lawrence J. Miller, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 21 day of November, 1996 on behalf of the Corporation.



Jami Lin Hays
Notary Public

My Commission Expires: 10-23-99

Print Name: Jami Lin Hays