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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: PATTY SCHLINDWEIN

PHONE: (305)525-7500

FAX #: (954)761-8475

NAME: T.L.D.C. CORP.

AUDIT NUMBER.....H96000018146

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 1

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Jan. 2, 1997 1:35PM TRIPPSCOTT

No. 0207 P. 2/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

TRIPP SCOTT CONKLIN & SMITH

SUBJECT: T.L.D.C. CORP.
REF: W96000027249

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

THE LETTER FAX FROM MARIA HERNANDEZ IS NOT SUFFICIENT, WE NEED A COPY OF THE RESERVATION FAXED, PLEASE RESUBMIT COVER PAGE, RESERVATION AND ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000018146
Letter Number: 396A00057763



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1996

MARCIA HERNANDEZ
TAYLOR DEVELOPMENT & LAND COMPANY
12000 BISCAYNE BLVD., SUITE 803
MIAMI, FL 33181

The name T.L.D.C. CORP. has been reserved for 120 days beginning December 4, 1996. The reservation number is R9600005722 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 896A00054407

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

T.L.D.C. CORP.

ARTICLES OF INCORPORATION

The undersigned incorporator hereby creates and establishes a corporation pursuant to Florida law as follows:

I. NAME

The name of this corporation shall be
T.L.D.C. CORP.

V. INCORPORATOR

The name and address of the incorporator hereof is:
HARVEY S. TAYLOR
110 Southeast 6th Street, 28th Floor, Fort Lauderdale, Florida
33301.

II. PLACE OF BUSINESS

The principal place of business of this corporation shall be
12000 BISCAYNE BOULEVARD, SUITE 803
MIAMI, FLORIDA 33181

VI. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of this
corporation shall be:
HARVEY S. TAYLOR
110 Southeast 6th Street, 28th Floor, Fort Lauderdale, Florida
33301.

III. PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under Florida law.

VII. AMENDMENT

These Articles of Incorporation may only be amended by the
Board of Directors (but only to the extent permitted by Florida
Statutes) or by the vote of shareholders holding a majority of
the issued and outstanding common stock of the corporation.

IV. COMMON STOCK

This corporation shall be authorized to issue
7,500
SHARES OF COMMON STOCK,
\$1.00 PAR VALUE,
each having one vote in all corporate affairs.

IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed as of

12/12, 1996


HARVEY S. TAYLOR, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts and agrees to serve as Registered Agent of T.L.D.C. CORP. and is familiar with, and accepts
the obligations of, that position as set forth in the Florida Business Corporation Act, including Section 607.0505 therein.


HARVEY S. TAYLOR, REGISTERED AGENT

Prepared by: **Drake M. Batchelder**
Fla. Bar No. 117273
110 Southeast 6th Street, 28th Floor
Fort Lauderdale, FL 33301
954-525-7500