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December 3, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/14/97--01038--009
****122.50 ****122.50

Re: TPL Enterprises II, Inc.

Dear Sir:

Enclosed please find the originally executed Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 made payable to the "Secretary of State" in payment of all filing fees.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you,

Timothy Lawrence
TPL Enterprises II, Inc.

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ARTICLES OF INCORPORATION
OF
TPL ENTERPRISES II, INC.

ARTICLE I

The name of this Corporation is: TPL Enterprises II, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, no par value.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 8211 NW 16th Street, Pembroke Pines, FL 33024.

ARTICLE VII

The name of the initial registered agent of this Corporation is: Timothy Lawrence the address of the initial registered office of this Corporation is: 8211 NW 16th Street, Pembroke Pines, FL 33024.

ARTICLE VIII

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:

Timothy Lawrence
8211 NW 16th Street
Pembroke Pines, FL 33024

ARTICLE IX

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE X


No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested in, and no contract, act or transaction with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director or directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or

corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be anyway interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anyway interested.

ARTICLE XI

The name and address of the incorporator of this Corporation is Timothy Lawrence, 8211 NW 16th Street, Pembroke Pines, FL 33024.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 3 day of December 1996.



Timothy Lawrence
Incorporator

STATE OF FLORIDA

COUNTY OF


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Before me, a notary public authorized to take acknowledgments in the State and County set above, personally appeared Timothy Lawrence who has produced the following identification Florida Driver's License #L652-815-58-334-0 and who did take an oath, and who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 3 day of December, 1996.



RICHARD L. LEDERMAN
My Commission CC487482
Expires Jun. 19, 1999
Bonded by HAI
800-422-1555



Notary Public
State of Florida at Large

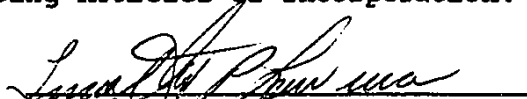
My commission expires:

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ACCEPTANCE OF APPOINTMENT

OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.


Timothy Lawrence