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CORPORATION(S) NAME

T.T. Clay Incorporated

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**ARTICLES OF INCORPORATION
OF
T.T. CLAY INCORPORATED**

SECRET FILED
DIVISION OF CORPORATIONS
97 FEB 25 PM 3:09

The undersigned incorporator 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 **T.T. CLAY INCORPORATED** and the principal office of this corporation shall be **One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487** and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities 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 **One Thousand (1,000) shares of common stock** having **One (\$1.00) Dollar** par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be **One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487**, and the name of the initial registered agent of the corporation at that address is **Neesa B. Warlen**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and street addresses of the initial members of the Board of Directors are:

MICHAEL WEISSMAN
One Park Place
621 Northwest 53rd Street
Suite 450
Boca Raton, Florida 33487

RICHARD S. WEISSMAN
One Park Place
621 Northwest 53rd Street
Suite 450
Boca Raton, Florida 33487

ARTICLE VII. INCORPORATOR

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

Neesa Warlen
One Park Place
621 Northwest 53rd Street
Suite 450
Boca Raton, Florida 33487

ARTICLE VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE X. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

ARTICLE XII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-

emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned agent of **T. T. CLAY INCORPORATED**, has hereunto set her hand and seal this 24th day of February, 1997.

T.T. CLAY INCORPORATED

By: *Neesa B. Warlen*
Neesa B. Warlen, Its Agent

SECRETARY FILED
CLAY INCORPORATED
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as Registered Agent to accept Service of Process for T.T. CLAY INCORPORATED, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and timely performance of my duties and I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Dated: February 24, 1997

By: *Neesa B. Warlen*
Neesa B. Warlen, Its Agent