

FEB 2 1997 14:27 FR PROSKAUER ROSE 561 241 7145 TO 467HE 77102 H 3 P.01 07

2/19/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING BY CORPORATE NAME

8:41 AM

AUDIT NUMBER	TYPE	STATUS	DOC NUM	CORPORATE NAME
1. H97000002581	EFIL01	REQUESTED		TNT HOLDINGS, INC.
2. H96000004849	EFIL01	FILED	P96000029727	TXL, INC.
3. H96000007926	EFIL03	FILED	F96000002826	U.S. PLASTIC LUMBER CORP.
4. H96000003251	EFIL11	FILED		WILD HORSES CONSULTING, INC
5. H96000004038	EFIL01	FILED	P96000024959	WILD HORSES CONSULTING, INC
6. H95000014245	EFIL01	FILED	P95000096334	WINNING INFORMATION NETWORK
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((H97000002581 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: PROSKAUER ROSE GOETZ & MENDELSON

ACCT#: 074673001063

CONTACT: KATHY RASLER

PHONE: (407) 995-4751

FAX #: (407) 241-7145

NAME: TNT HOLDINGS, INC.

AUDIT NUMBER.....H97000002581

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 25 PM 3:31

FILED

*Handwritten signature and date: 2/25/97*

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 19, 1997

EMPIRE

SUBJECT: TNT HOLDINGS, INC.  
REF: W97000004049

*Rejection due to  
T+T CO. Holding Company*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

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

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Dana Calloway  
Document Specialist

FAX Aud. #: H97000002581  
Letter Number: 597A00008843

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

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FEB 25 '97 14:10 FR PROSKAUER ROSE 1 561 241 7145 TO 4067#60771001#19 P.03/07

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February 19, 1997

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: TNT Holdings, Inc.  
Fax Audit No. H97000002581

Dear Sir or Madam:

This letter is a follow-up to a rejection of filing the articles of incorporation for TNT Holdings, Inc. This rejection occurred due to a similarity with a previously filed name of T&T Co. Holding Company.

Please be advised that I am aware that T&T Co. Holding Company is in existence in the State of Florida, however, this name is considerably different than TNT Holdings, Inc.

Please proceed with the filing of the Articles of Incorporation. Thank you.

Sincerely,



Timothy C. Rand

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**ARTICLES OF INCORPORATION  
OF  
TNT HOLDINGS, INC.**

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97 FEB 25 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**  
**Name**

The name of the corporation is TNT HOLDINGS, INC.

**Article II**  
**Duration**

The corporation shall have perpetual existence.

**Article III**  
**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**  
**Address**

The principal place of business of the corporation shall be:

2301 N.W. 33rd Court  
Suite 110  
Pompano Beach, FL 33069

**Article V**  
**Capital Stock**

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

George Pincus, Esq.  
FL Bar No. 0771643  
Proskauer Rose Goetz & Mendelsohn LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
407/241-7400

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**Article VI**  
**Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 2301 N.W. 33rd Court, Suite 110, Pompano Beach, FL 33069, and the name of the initial registered agent of the corporation at that address is Timothy Rand.

**Article VII**  
**Initial Board of Directors**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

Timothy Rand  
2301 N.W. 33rd Court  
Suite 110  
Pompano Beach, FL 33069

**Article VIII**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Timothy Rand  
2301 N.W. 33rd Court  
Suite 110  
Pompano Beach, FL 33069

**Article IX**  
**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X**  
**Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same

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may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.


Article XI  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of December, 1996.

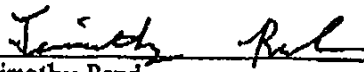
  
\_\_\_\_\_  
Timothy Rand  
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Timothy Rand  
Registered Agent  
Dated: December 30, 1996

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