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FLORIDA DIVISION OF CORPOR

((H97000004512 4))

TO: DIVISION OF CORPORATIONS  
FROM: MURAI, WALD, BIONDO, MORENO, P.A.  
CONTACT: NIURKA ALONSO  
PHONE: (305) 358-5900  
FAX #: (904) 922-4001  
ACCT#: 076150002103  
FAX #: (305) 358-9490

NAME: TFO INVESTMENTS, INC.  
AUDIT NUMBER.....H97000004512  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
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FILED  
97 MAR 18 AM 9 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION

OF

TFO INVESTMENTS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is TFO INVESTMENTS, INC.

ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III  
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

PREPARED BY:  
RENE V. MURAI, ESQ.  
MURAI WALD BIONDO & MORENO, P.A.  
25 S.W. 2ND AVENUE, SUITE 900  
MIAMI, FLORIDA 33131  
FLORIDA BAR NO. 122154

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ARTICLE V  
**INITIAL REGISTERED OFFICE AND AGENT AND  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be 201 Sevilla Avenue, Suite 302, Coral Gables, FL 33134.

ARTICLE VI  
**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII  
**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 1997.

Murai, Wald, Biondo  
& Moreno, P.A.

By: \_\_\_\_\_

Rene V. Murai  
Incorporator

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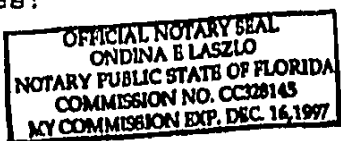
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STATE OF FLORIDA )  
 ) : ss.  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 17th day of March, 1997 by Rene V. Murai, as President, of MURAI, WALD, BIONDO & MORENO, P.A., on behalf of the corporation. He is personally known to me ~~or has produced~~ \_\_\_\_\_ as identification.

*Andina E. Laszlo*  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: *Andina E. Laszlo*  
Commission No.: *CC 328145*

My Commission expires:



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CERTIFICATE OF REGISTERED AGENT  
OF  
TFO INVESTMENTS, INC.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That TFO INVESTMENTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 17th day of March, 1997.

MURAI, WALD, BIONDO  
& MORENO, P.A.

By: \_\_\_\_\_

Name: Rene V. Murai  
Title: President

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