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MARK D. DAVIS

Attorney at Law

April 11, 1997

The Professional Building

694 Baldwin Avenue

Suite 3

DeFuniak Springs, Florida 32433

(904) 892-5838 FAX (904) 892-5837

The Department of State

Division of Corporation

409 E. Gaines Street

Tallahassee, Fl. 32311

Re: **TP SYSTEMS, INC.**

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida corporation.

Please provide a certificate of status and certified copy of these articles.

I have also enclosed \$131.50 for filing of same.

Regards,

Mark D. Davis

Attorney

694 Baldwin Ave., Suite 3

DeFuniak Springs, Fl. 32433

(904) 892-5838

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
97 APR 21 AM 11:07

**ARTICLES OF INCORPORATION OF
TP SYSTEMS, INC.**

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation is TP SYSTEMS, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

(1) To engage in any necessary and lawful business activity allowed by law.

**ARTICLE FOUR
TAX ORGANIZATION**

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

**ARTICLE FIVE
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section

1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, DeFuniak Springs, Fl. 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of each person who is to serve as a member of the initial board of directors are:

TODD PITTMAN
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

RHONDA PITTMAN
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

ARTICLE EIGHT
INCORPORATOR

The name and address of each incorporator is:

TODD PITTMAN
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

ARTICLES NINE
OFFICERS

The name and address of each officer is:

RHONDA PITTMAN
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

President

TODD PITTMAN
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

Vice President

ARTICLE TEN
SHARES

The number of shares of stock as described in articles four above shall be distributed as follows:

Todd Pittman 10%
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

Rhonda Pittman 90%
1200 Ten Lake Drive
DeFuniak Springs, Fl. 32433

ARTICLE ELEVEN
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 20 Shoemaker Drive, DeFuniak Springs, Fl. 32433.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 10th day of April, 1997.

Todd Pittman
TODD PITTMAN

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 10th day of April, 1996, by TODD PITTMAN, who produced as identification a valid Florida Driver's License and who did not take an oath.

Debi L. Martin
Notary Public ()
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:07


To: The Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General
Corporation Act, the following is submitted:

TP SYSTEMS, INC., with its place of business at 20 Shoemaker
Drive, DeFuniak Springs, Fl. 32433 has named Mark D. Davis,
located at 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida,
32433 as its agent to accept service of process within Florida.

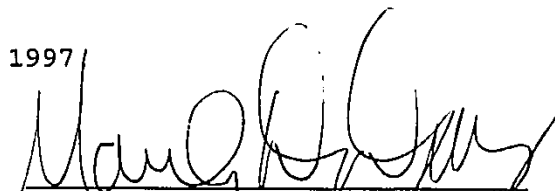
Dated April 10, 1997.



TODD PITTMAN
INCORPORATOR

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties, and I accept the duties and
obligations of Section 607.325 of the Florida General Corporation
Act.

Dated April 10, 1997



MARK D. DAVIS