

P97000047312

May 23, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/27/97--01061--005
*****70.00 *****70.00

Re: TRW Management, Incorporated

Dear Sir/Madam:

I have enclosed the original and one copy of the Articles of Incorporation for TRW Management, Incorporated along with a money order in the amount of \$70.00 for cost of filing same. Upon receipt, please stamp the copy and return to me in the enclosed, self-addressed stamped envelope.

Should you have any questions, I can be reached at the number stated below. Thank you.

Sincerely,

Thomas R. Walsh

Thomas R. Walsh
1714 17th Lane
Greenacres City, FL 33463
(561) 439-4052

enclosures

**SIGNED IN HIS ABSENCE
TO EXPEDITE DELIVERY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 AM 10:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 27 AM 10:44

5/29

ARTICLES OF INCORPORATION
OF
TRW MANAGEMENT, INCORPORATED
a Florida corporation

SECRET
DIVISION OF CORPORATIONS
97 MAY 27 AM 10:44

ARTICLE I

Name

The name of the corporation is TRW MANAGEMENT, INCORPORATED.

ARTICLE II

Duration

This corporation shall have a perpetual existence.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 1714 17th Lane, Greenacres City, Florida 33463. The initial registered office of the corporation shall be 1714 17th Lane, Greenacres City, Florida 33463 and the name of the initial registered agent of this corporation at that address is Thomas R. Walsh.

ARTICLE VI

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either 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 this corporation is:

<u>Name</u>	<u>Address</u>
Thomas R. Walsh	1714 17th Lane, Greenacres City, FL 33463

Article VII

Officers

The following individual is elected by the director to the offices set forth opposite his name, to serve until his successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Thomas R. Walsh	President, Secretary, Treasurer, Director

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Thomas R. Walsh	1714 17th Lane, Greenacres City, FL 33463

ARTICLE IX

Powers

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

ARTICLE X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, 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. The indemnification provided for 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, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

Amendment

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

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XII

Bylaws

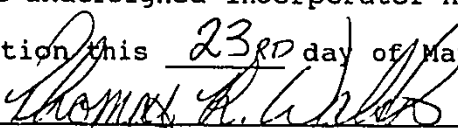
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

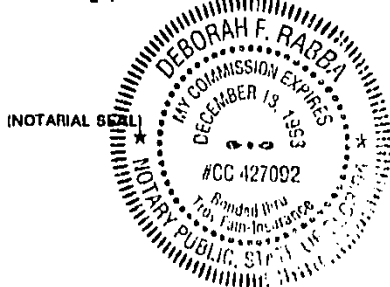
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of May, 1997.

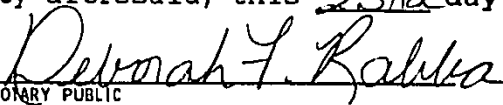

Thomas R. Walsh
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Thomas R. Walsh, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of May, 1997.




NOTARY PUBLIC
Printed Name of Notary: Deborah F. Rabba
Commission No.: #CC 427092
Commission Expiration: 12/18/98

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TRW MANAGEMENT, INCORPORATED

2. The name and address of the registered agent and office is:

THOMAS R. WALSH

(NAME)

1714 17TH LANE

(STREET ADDRESS)

GREENACRES CITY, FLORIDA 33463

(CITY/STATE/ZIP)

By: 

Thomas R. Walsh

TITLE Incorporator

DATE May 23, 1997

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 607.0505, FLORIDA STATUTES.


Thomas R. Walsh

DATE May 23, 1997

97 MAY 27 AM 10:41
RECEIVED
STATE OF FLORIDA
SECRETARY OF STATE