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CUSTOMER NO: 80622A

CUSTOMER: Ronald C. White, Esq
RONALD C. WHITE, ESQ

5348 First Avenue North

St. Petersburg, FL 33701

DOMESTIC FILING

NAME: THOMPSON DESIGN AND CONSULTING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

RECEIVED
JUN -2 PM 1:15
TALLAHASSEE, FLORIDA

RECEIVED
JUN -2 AM 11:23
DIVISION OF CORPORATION

JUN -2 1997

FBI
97 JUN -2 PM 1:14
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THOMPSON DESIGN AND CONSULTING CORPORATION**

The undersigned, incorporator to these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby associates himself to form a corporation under the Laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation shall be:

THOMPSON DESIGN AND CONSULTING CORPORATION

ARTICLE II

Term of Existence

The duration of the corporation is perpetual.

ARTICLE III

Commencement of Existence

The corporation shall come into existence on the date the State of Florida, Division of Corporations, receives and files these Articles.

ARTICLE IV

Purpose of Business

The general nature of the business to be transacted by this Corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is **1,000 shares** of one class of Common Stock with **\$1.00 par value**.

ARTICLE VI

Address

The street address of the initial registered office of the corporation is **777 South Atlantic Avenue, Delray Beach, Florida 33483**.

ARTICLE VII

Initial Board of Directors

The corporation shall have one (1) director initially whose name and address is:

Name:

Address:

Donald V. Thompson

777 South Atlantic Avenue, Delray Beach, FL 33483

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's By-Laws.

ARTICLE VIII

Principal Address of Doing Business

The principal address of doing business is:

**777 South Atlantic Avenue
Delray Beach, Florida 33483**

ARTICLE IX

Pre-emptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.


RONALD C. WHITE/Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes,

THOMPSON DESIGN AND CONSULTING CORPORATION

desiring to organize under the laws of the State of Florida, hereby designates **RONALD C.**

WHITE, an individual resident of the State of Florida, as its registered agent for the purposes of

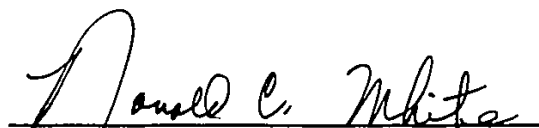
accepting service of process within such State and designated **5348 First Avenue North, St. Petersburg, Florida 33710**, the business address of its registered agent, as its registered office.



RONALD C. WHITE/Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as registered agent of the above-named corporation and agree to act as such in accordance with the provisions of Sections 48.091 and 607.0501, Florida Statutes.



RONALD C. WHITE
Registered Agent

EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida, this

30th day of May, 1997.

FILED
97 JUN -2 PM 1:14
TALLAHASSEE, FLORIDA

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