

097000059407
T & C Services

3460 Fairlane Farms Rd., Suite 3, Wellington, FL 33414
Telephone (561) 793-4685 Fax (561) 793-8826

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
97 JUL -7 PM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

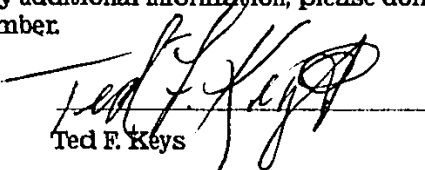
July 3, 1997

To Whom it May Concern:

We've enclosed a Certificate designating the Registered Agent for T and C Services and the Articles of Incorporation which we would like certified and filed.

A total of \$122.50 is enclosed: \$35 filing fee, \$35 registered agent fee, and \$52.50 for a certified copy.

If you have any questions or need any additional information, please don't hesitate to contact me at the above number.


Ted F. Keys

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**ARTICLES OF INCORPORATION
OF
T AND C SERVICES, INC.**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is T and C Services, Inc., a Florida corporation.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is one hundred shares of Capital Stock with a value of ten cents per share.

Initial issue. One hundred shares of the Capital Stock of the corporation shall be issued for cash at a value of ten cents per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 3460 Fairlane Farms Road, Suite 3, Wellington, Florida 33414, and the name of the initial registered agent at such address is **TED F. KEYS**.

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

TED F. KEYS
3460 Fairlane Farms Rd. Suite 3
Wellington, Florida 33414

CATHY L. KEYS
3460 Fairlane Farms Rd. Suite 3
Wellington, Florida 33414

EIGHTH: The name and address of the initial incorporator is as follows:

TED F. KEYS
3460 Fairlane Farms Rd. Suite 3
Wellington, Fl. 33414

NINTH: An affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

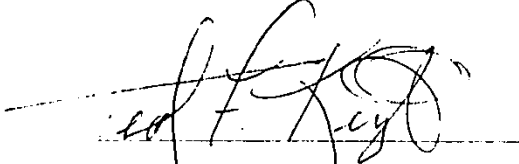
TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

TWELFTH: The address of the principal office is 3460 Fairlane Farms Road, Suite 3, Wellington, Florida 33414.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Wellington, Palm Beach County, Florida, on the 3rd day of July, 1997.



TED F. KEYS, Incorporator

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

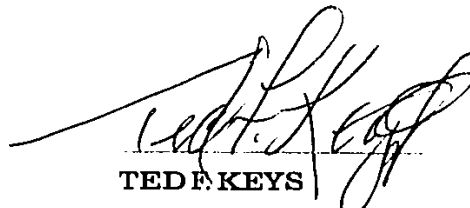
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That T and C Services, Inc., desiring to organize under the
laws of the State of Florida, with its registered office as indicated
in the Articles of Incorporation at 3460 Fairlane Farms Road,
Suite 3, Wellington, Florida 33414, has named TED F. KEYS,
located at 3460 Fairlane Farms Road, Suite 3, Wellington, Palm
Beach County, Florida, as its Registered Agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

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.


TED F. KEYS
Date: July 3, 1997