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FAX #: (850)922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: SHAN P SMYTH

PHONE: (561)659-5990

FAX #: (561)659-6313

NAME: TMOP, INC.

AUDIT NUMBER.....H97000012185

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
TMOP, INC.

ARTICLE I

Name

The name of the corporation is TMOP, Inc., and its principal business address is 1400 East Newport Center Drive, Suite 209, Deerfield Beach, FL 33422

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

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 of the initial registered office of this corporation is Akerman, Senterfitt & Eidson, P.A., 777 S. Flagler Drive, Suite 900, East Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is James R. Kay.

James R. Kay, Esquire
Florida Bar No. 298168
Akerman, Senterfitt & Eidson, P.A.
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, FL 33401
(604)850-5090

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ARTICLE VI

Incorporators

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

James R. Kay	Akerman, Senterfitt & Eidson, P.A. 777 South Flagler Drive Suite 900, East Tower West Palm Beach, FL 33401
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ARTICLE VII

Directors

The names and addresses of the initial directors of this corporation are:

Lorenz Reibling	1400 East Newport Center Drive Suite 209 Deerfield Beach, FL 33442
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Guenther Reibling	1400 East Newport Center Drive Suite 209 Deerfield Beach, FL 33442
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ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to

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which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

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 XI

Bylaws

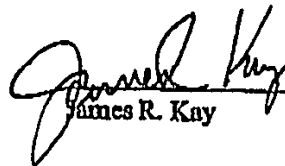
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of July, 1997.


James R. Kay

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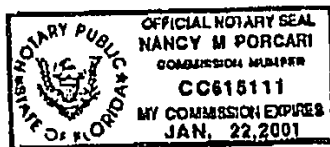
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James R. Kay, who is personally 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 25th day of July, 1997.

(SEAL)



A handwritten signature in cursive script, appearing to read 'Nancy M. Porcari', written over a horizontal line.

(Print Name of Notary Public)

Notary Public

Commission Number:

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes

A handwritten signature in cursive script, appearing to read 'James R. Kay', written over a horizontal line.

James R. Kay

Date:

A handwritten signature in cursive script, appearing to read 'James R. Kay', written over a horizontal line.

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