THE LAW FIRM OF PITTS, HANDFIELD & VALENTINE, P.A.

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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November 4, 1997

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

000002339730--0 -11/06/97--01017--012 ****122.50 ****122.50

RE: TOC FLORIDA, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation along with a check in the amount of \$122.50 which represents the filing fees in reference to the above captioned matter.

Sincerely yours,

GRACE CARBY

Legal Assistant

Enclosure

SECRETARY OF STATE
STATES OF STATE
97 NOV -6 PM 3: 54

72P



ARTICLE OF INCORPORATION OF

97 NOV -6 PM 3:54

TOC FLORIDA, INC.

The undersigned, acting as incorporator of TOC Florida, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation is TOC Florida, Incorporated.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is TOC Florida Inc.,4770 Biscayne Blvd, Suite 1130 Miami, Florida 33137.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4770 Biscayne Blvd. Suite 1130 Miami Florida 33137, and the name of the corporation's initial registered agent at that address is Deulysses Felder.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The numbers of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one.

(1). The name and street address of the initial directors are:

Deulysses L. Felder

1121 NW 99th Terrace

Pembroke Pines, FL 33024

Mark Valentine

4770 Biscayne Blvd.

Suite 1130

Miami, FL 33137

Gary Thacker

251 Knollwood Drive

Key Biscayne, FL 33149

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLE VIII

INCORPORATOR

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The name and street address of the incorporator is:

(1). Deulysses L. Felder

1121 NW 99th Terrace

Pembroke Pines, FL 33024

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

IN WITNESS WHERE OF, the undersigned incorporator has executed these Article of Incorporation this ____ day of November, 1997.

I hereby accept designation as registered agent for said corporation.

Deulysses L. Felder

STATE OF FLORIDA

COUNTY OF DADE

The forgoing instrument was acknowledged before me this day of Nimber 1997 by DEULYSSES L. FELDER.

OFFICIAL NOTARY SEAL
MARK A VALENTINE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC469423
MY COMMISSION EXP. JUNE 6,1999

Nøtary Public

State of Florida at Large