

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

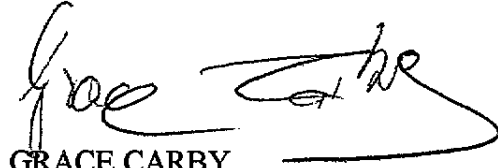
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RE: *TOC FLORIDA, INC.*

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -6 PM 3:54

RP
11-6-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLE OF INCORPORATION
OF
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

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DIVISION OF CORPORATIONS

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