CR2E031 (1-89)

## ARTICLES OF INCORPORATION OF TP CONVERSION, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

1. The name of the corporation is **TP CONVERSION**, **INC.** (the "Corporation").

2. The street address of the initial principal office of the Corporation is:

308 Tequesta Drive Suite 27 Tequesta, Florida 33469

The mailing address is:

308 Tequesta Drive Suite 27 Tequesta, Florida 33469

- 3. The Corporation shall have the authority to issue 10,000,000 shares of common stock as follows: 1,000,000 shares of voting common stock, and 9,000,000 shares of nonvoting common stock. All common stock shall be with par of \$.001.
  - 4. The name and street address of the initial registered agent of the Corporation is:

CT Corporation System 1200 South Pine Island Road City of Plantation, Florida 33324

5. The initial board of directors shall consist of three(3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	Address
Robert M. Matteucci	18249 Southeast Casssia Lane, Tequesta, Florida
James M. Grego	3209 Wood Duck Place, Johns Island, SC
Diane E. K. Hill	8304 Riverton Lane, Alexandria, VA

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

David R. White, Jr., Esquire 1608 Walnut Street, 19th Floor Philadelphia, PA 19103

- 7. The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.
- 8. **IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 8th day of December, 1997.

DAVID R. WHITE, JR. - INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: CT CORPORATION SYSTEM IS FAMILAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

Dated: 12/8 , 1997.

Domenic A. Borriello

(TYPE NAME OF OFFICER)

Assistant Secretary

(TITLE OF OFFICER)

97 DEC -9 PH 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIGA