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TRANSMITTAL LETTER

December 22, 1997

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

100002384141--3

-12/29/97--01041--007

****131.25 ****131.25

EFFECTIVE DATE
1-1-98

SUBJECT: TLI, Inc.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$131.25. Please provide a certified copy of these Articles.

SIGNED: 

Ian Hawkes

6056 Waterway Bay Drive

Fort Myers, Florida 32962

941-454-6656

FILED
97 DEC 29 AM 11:01
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TLI, INC.

EFFECTIVE DATE
1-1-98

ARTICLE I NAME

The name of the corporation shall be

TLI, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6056 Waterway Bay Drive

Fort Myers, Florida 32962

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares

Par Value \$1.00 per Share

FILED
97 DEC 29 AM 11:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Ian Hawkes

6056 Waterway Bay Drive

Fort Myers, Florida 32962

ARTICLE V INCORPORATOR

**The name and street address of the incorporator to these Articles of
Incorporation is:**

TLI, Inc.

6056 Waterway Bay Drive

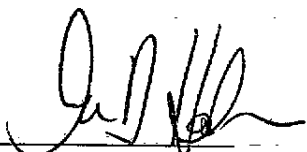
Fort Myers , Florida 32962

ARTICLE VI

EFFECTIVE DATE

**Pursuant to Section 607.0123 of the Florida Statutes, the effective
date of this document shall be January 1, 1998.**

**The undersigned has executed these Articles of Incorporation this
Twenty-second Day of December 1997.**



Ian Hawkes, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

TLI, Inc.

2. The name and address of the registered agent and office is:

Ian Hawkes

6056 Waterway Bay Drive

Fort Myers, Florida 32962

Signature: _____

Ian Hawkes

Title: President

Date: 12-22-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Ian Hawkes

Date: 12-22-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 29 AM 11:01

FILED