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January 5, 1998

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: TSS ENTERPRISES, INC.

I have enclosed an original copy of the Articles of Incorporation for TSS Enterprises, Inc. and a check in the amount of \$122.50 payable to the Florida Division of Corporation.

Please send a certified copy of the Articles of Incorporation to:

Ronald Davidovic
20100 West Country Club Drive, #1209
Aventura, FL 33180

Thank you for your cooperation with this matter.

Sincerely,



Ronald Davidovic, Esq.

RD/jls

Enclosure

Ronald Davidovic GAVE
AUTHORIZATION BY PHONE TO
change corp name - TSS Technologies, Inc.
DATE 1-22-98
LOC EXAM BD

FILED
98 JAN 21 PM 1:51
TALLAHASSEE, FLORIDA

BB 1-22-98
WAS 1491
BB 2-22-98

**ARTICLES OF INCORPORATION
OF**

TSS Technologies, Inc.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

TSS Technologies, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Todd S. Snyder
1925 NE 208th Terr.
N. Miami Beach, FL 33179

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

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98 JAN 21 PM 1:51
STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTOR**

The name of the Initial Director(s) of this Corporation and his street address is:

Todd S. Snyder
1925 NE 208th Terr.
N. Miami Beach, FL 33179

The Initial Director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

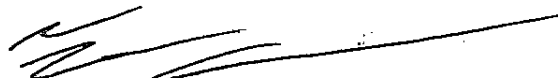
The name and address of the Incorporator is:

Todd S. Snyder
1925 NE 208th Terr.
N. Miami Beach, FL 33179

**ARTICLE IX
AMENDMENT**

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 5th day of JANUARY, 19 98.




Todd S. Snyder, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI- DADE)

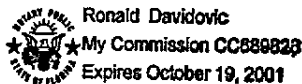
BEFORE ME, a Notary Public, personally appeared Todd S. Snyder, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at North Miami Beach, Miami-Dade County, Florida this 5th day of JANUARY, 19 98,



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



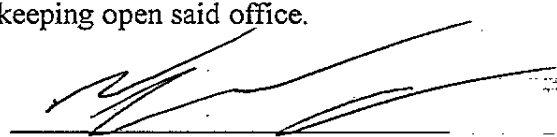
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That TSS Technologies, Inc., desiring to organize under the laws of the State of Florida, has named Todd S. Snyder, located at 1925 NE 208th Terr., North Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Todd S. Snyder

Date: 1/05/98

FILED
98 JAN 21 PM 1:51
CLERK OF THE STATE
TALLAHASSEE, FLORIDA