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EFFECTIVE DATE
4-1-98

THE FOUNDERS GROUP
REALTY AND INVESTMENT, INC.
202 EAST MADISON ST.
TAMPA, FL 33602

61-8978-7
2831
10657290

1319

DATE 3-15-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Bray GAVE
AUTHORIZATION BY PHONE TO
CORRECT art II
DATE 3-19-98
DOC. EXAM BR

Articles of Incorporation
of
TFG Realty, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida

ARTICLE I

Name

The name of this corporation shall be: TFG Realty, Inc.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on April 1, 1998 and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

- a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- b) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.
- c) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.
- d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- e) To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.
- f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- g) To conduct its business, maintain its offices and exercise the powers granted it by the State of Florida, whether within or without the state.
- h) to elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- i) To make and alter bylaws, in manner consistent with the laws of the state of Florida, for the administration and regulation of the affairs of the corporation.
- j) to make donations for the public welfare or for charitable, scientific, or educational purposes.
- k) to transact any lawful business that the Board of Directors deems to be consistent with governmental policy.
- l) to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- m) to be a promoter, incorporate, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- n) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

Capital Stock

- a) the total number of shares of capital stock authorized to be issued by the corporation shall be 1,200 shares having a par value of \$5.00 per share. Each of the said shares of stock shall entitle the holder thereof to one
 - 1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.
- b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

the street address of the corporation's initial registered office is 202 East Madison St., Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is C. Talmadge Bray. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the state of Florida a statement complying with Section 607.037, Florida Statutes. This is also the principal office.

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TALLAHASSEE, FLORIDA

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
C. Talmadge Bray	1014 Coral St Tampa, Florida 33602
Victoria McCarthy	1317 W Woodlawn Tampa, Florida 33604

ARTICLE VIII

The name and address of each incorporator of this corporation is as follows:


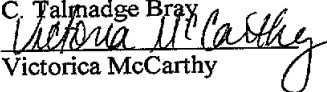
Name	Address
C. Talmadge Bray	1014 Coral St Tampa, Florida 33602
Victoria McCarthy	1317 W Woodlawn Tampa, Florida

ARTICLE IX

Amendment of Article of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, we the undersigned executed these Articles for the uses and purposes therein stated.


C. Talmadge Bray

Victoria McCarthy


STATE OF FLORIDA
County of Hillsborough

BEFORE ME, the undersigned authority, on this 18th day of February personally appeared C. Talmadge Bray and Victoria McCarthy to me well known to be the person describe in and who signed the foregoing Articles of Incorporation, and acknowledge to me that he executed the same freely and voluntarily of the use and purposes therein expressed

Witness my hand and official seal the date aforesaid

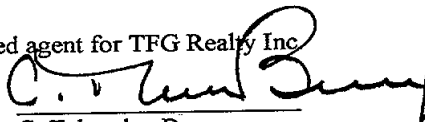


Carolyn D Kovach
My Commission CC594845
Expires Oct. 21, 2000


Notary Public

Acceptance by Registered Agent.

I hereby accept the appointment as registered agent for TFG Realty Inc.


C. Talmadge Bray

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: MR. R. INTERNATIONAL SALES, INC.

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

Harry Tempkins, Esquire
(Name)
420 Lincoln Road/Suite 258
(P.O. Box not acceptable)
Miami Beach, Florida 33139
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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)

3/17/98
(Date)