

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.)

TMDS, Inc.
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SPECIAL INSTRUCTIONS

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K. Roifo MAR 25 1998

ARTICLES OF INCORPORATION

OF

TMDS, INC.

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ARTICLE I - NAME

The name of the corporation is TMDS, INC.

ARTICLE II-DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of the State of Florida.

ARTICLE III-PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.01 par value, common stock, which shall be designated "Common Shares". Three hundred (300) shares shall be issued initially and seven hundred (700) shares shall be held outstanding.

ARTICLE V-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 Virginia Ave ,Cocoa , Florida 32922, the name of the registered agent of this corporation at that address is: Michael T. Benjamin

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Derrick L. Benjamin of 221 Virginia Ave, Cocoa, Florida 32922 and Michael T. Benjamin of 221 Virginia Ave, Cocoa, Florida 32922

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 800 North Fiske Blvd. Unit #817 Cocoa, Florida 32922

ARTICLE X- INCORPORATOR

The name and address of the person signing these Articles is: Michael T. Benjamin of 221 Virginia Ave, Cocoa, Florida 32922

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII- CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII- SHAREHOLDER QUORUM AND VOTING

Fifty -One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV- AMENDMENT

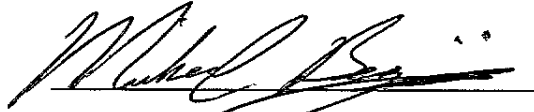
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XVI- RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name: Derrick L. Benjamin- one hundred (100) shares and Michael T. Benjamin- one hundred (100) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 16th day of March, 1998.



Michael T. Benjamin
221 Virginia Ave
Cocoa, Fl 32922

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this
16th day of March, 1998 by Michael T. Benjamin, who is personally known to me or
who has produced H. D.L. #525-558-69 as identification.
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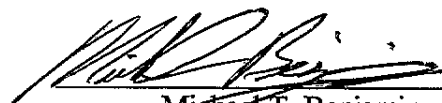


Roni Marie McNeil
MY COMMISSION # CG636753 EXPIRES
May 25, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of 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 the capacity. I further agree to comply
with the provisions of all statues relating to the proper and complete performance of my
duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 3/20/98



Michael T. Benjamin
221 Virginia Ave
Cocoa, Fl 32922

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