

STUART S. ROSENTHAL, P.A.

ATTORNEY AT LAW
Admitted to FL and CO Bars

404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060
33 Southeast Fourth Street, Boca Raton, FL 33432
4126 County Road 102, P.O. Box 217, Guffey, CO 80820

Stuart S. Rosenthal

Bonnie A. Callahan
Sandra E. Tillman
LEGAL ASSISTANTS

Alan I. Wolpert
OF COUNSEL

April 23, 1998

Corporate Records Bureau
Division of Corporations
Department of State
ATTN: Frieda Chesser
409 East Gaines Street
Tallahassee, Florida 32399

Re: TC INTERIORS, INC.
Our File No. 98-33-7480

Dear Ms. Chesser:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office. I have enclosed a Federal Express return invoice for same.

Should you have any questions regarding the foregoing, please feel free to contact me.

Very truly yours,

SANDRA E. TILLMAN
Legal Assistant to
STUART S. ROSENTHAL

/set

Enclosures

VIA AIRBORNE EXPRESS

\\ssr\\tc\\corp.ltr

Pompano Beach: 954-784-9200
Fax: 954-784-9209
Boca Raton: 561-750-7770
Colorado: 719-689-0665
Fax: 719-689-0671
E-mail: ssrlawfl@msn.com

Reply to: Pompano Beach

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98 APR 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESSER APR 27 1998

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ARTICLES OF INCORPORATION

OF

TC INTERIORS, INC.

* * * * *

ARTICLE I - NAME

The name of this corporation is TC INTERIORS, INC.

ARTICLE II - DURATION

This corporation has perpetual existence unless otherwise specified in the Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION

The street address of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, and the name of the initial Registered Agent of this corporation at that address is STUART S. ROSENTHAL, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME	ADDRESS
STUART SIMON-ROSENTHAL	404 East Atlantic Boulevard Suite 101 Pompano Beach, FL 33060

ARTICLE VIII - INCORPORATOR

The name and address of the persons signing these Articles are:

NAME	ADDRESS
STUART SIMON-ROSENTHAL	404 East Atlantic Boulevard Suite 101 Pompano Beach, FL 33060

ARTICLE IX - BYLAWS

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

ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

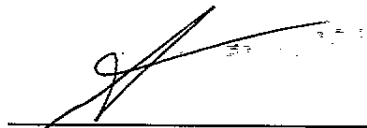
ARTICLE XV - AMENDMENT

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

ARTICLE XVI - INDEMNIFICATION

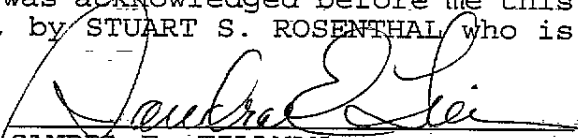
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation, this 23rd day of April, 1998.


STUART S. ROSENTHAL

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

23rd day of April, 1998, by STUART S. ROSENTHAL who is personally known to me.


SANDRA E. TILLMAN
Notary Public, State of Florida



SANDRA E. TILLMAN
MY COMMISSION # CC376383 EXPIRES
June 25, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

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

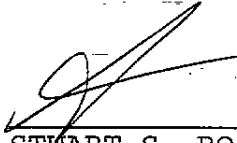
* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That STUART S. ROSENTHAL desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pompano Beach, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 404 East Atlantic Boulevard, Suite 101, Pompano Beach, FL 33060, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



STUART S. ROSENTHAL

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98 APR 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA