

P980000 41797

Law Office of
Philip H. Trees, P.A.
PHILIP HUGH TREES
125 South Swoope Avenue, Suite 109
Maitland, Florida 32751
Telephone: (407) 629-7779
Fax: (407) 629-4289

FILED
98 MAY -6 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 24, 1998

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-04/29/98--01098--009
****122.50 ****122.50

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

RE: Incorporation of The Thompson Group, Inc.

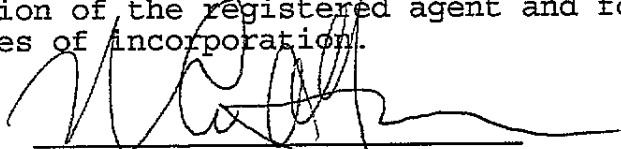
Dear Sir/Madam:

Enclosed is an original and one photocopy of the articles of incorporation and a designation of the registered agent.

Please provide a certified copy of these article.

A check for \$122.50 is enclosed. This represents the payment for the filing fee, designation of the registered agent and for a certified copy of the articles of incorporation.

FROM:


Mark A. Glaser, Esquire for
Ronald W. Thompson
Incorporator
125 South Swoope Avenue
Suite 109
Maitland, Florida 32751
Telephone: (407) 629-7779

W98-9814
2544

F. CHESSEN

MAY 11 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998

MARK A GLASER ESQUIRE
PHILIP H TREES PA
125 SO SWOOPE AVE STE 109
MAITLAND, FL 32751

SUBJECT: THE THOMPSON GROUP, INC.
Ref. Number: W98000009814

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE THOMPSON GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 498A00023990

ARTICLES OF INCORPORATION
OF
THE THOMSON GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is The Thomson Group, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 671 Orange Avenue, Winter Park, Florida 32789. The initial mailing address of the corporation is 671 Orange Avenue, Winter Park, Florida 32789.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

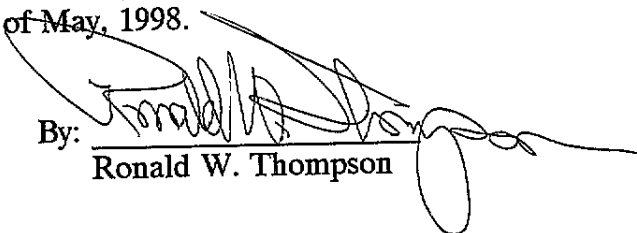
The street address of the initial registered office of the corporation is 671 Orange Avenue, Winter Park, Florida 32789 and the initial registered agent of this corporation at this address is Ronald W. Thompson.

ARTICLE V- INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ronald W. Thompson	671 Orange Avenue Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 5 day of May, 1998.

By: 
Ronald W. Thompson

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

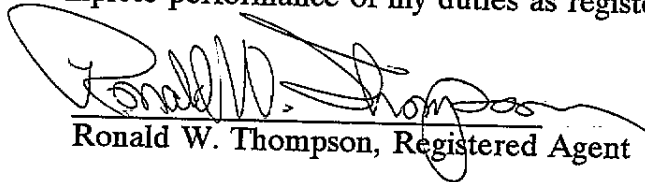
Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That The Thomson Group, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 671 Orange Avenue, Winter Park, Florida 32789, has named as its agent, Ronald W. Thompson, to accept within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated: May 5, 1998


Ronald W. Thompson, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA