

P98000041811  
LAW OFFICES OF  
Charles J. Goldman, P.A.

601 SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986  
FAX: (954) 929-2440

May 5, 1998

State of Florida  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32399

300002514373--3  
-05/06/98--01136--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: T.G.L.F., INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please forward a copy of the Articles back to my office via Federal Express. I am enclosing a completed airbill for the return.

Also enclosed my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,

CHARLES J. GOLDMAN  
CJG/csg  
Enclosures

APPROVED  
AND  
FILED  
98 MAY -6 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 8 1998

APPROVED  
AND  
FILED

98 MAY -6 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE OF INCORPORATION

OF

T.G.L.F., INC.

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I

The name of the corporation shall be: T.G.L.F., INC.

### ARTICLE II - PURPOSE

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

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

### ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE V - DURATION**

The corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is: P.O. Box 415555, Miami Beach, Florida 33141.

#### **ARTICLE VII - MANAGEMENT BY SHAREHOLDERS**

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the Director is: Glen Morgenstern, P.O. Box 415555, Miami Beach, Florida 331421.

#### **ARTICLE IX - SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is:

CHARLES J. GOLDMAN  
601 South Federal Highway  
Hollywood, Florida 33020

**ARTICLE X - DISSOLUTION**

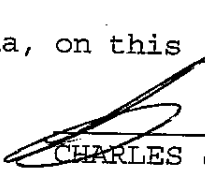
The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XI - REGISTERED AGENT**

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, P.A.  
601 South Federal Highway  
Hollywood, Florida 33020

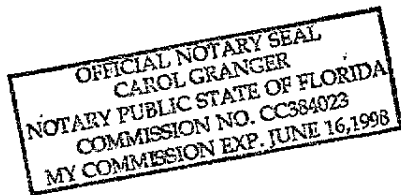
IN WITNESS WHEREOF, I, the undersigned subscriber of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 5 day of May, 1998.

  
CHARLES J. GOLDMAN, Subscriber

STATE OF FLORIDA   )  
                              ) SS:  
COUNTY OF BROWARD )

BEFORE ME, this 5 day of May, 1998, personally appeared CHARLES J. GOLDMAN, who is personally known to me or who has

produced KNOWN as identification and is  
the person described in the foregoing Articles of Incorporation of  
T.G.L.F., INC. and he acknowledged before me that he executed the  
same for the purposes therein expressed.



Carol Granger  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

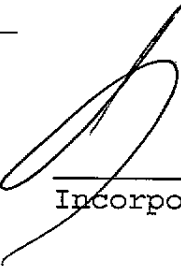
CAROL GRANGER  
Type or print name of notary.

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that T.G.L.F., INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at P.O. Box 415555, Miami Beach, Florida 33141, has named Charles J. Goldman, P.A., located at 601 South Federal Highway, Hollywood, Florida 33020 as its agent to accept service of process within Florida.

Dated: 5-5-98

  
\_\_\_\_\_  
Incorporator

88 MAY -6 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
\_\_\_\_\_  
CHARLES J. GOLDMAN, P.A.