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June 11, 1998

VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-06/12/98--01078--018
***122.50 ***122.50

Re: *Incorporation of Tilt Master, Inc..*
Our File No.: 98-116

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for Tilt Master, Inc. to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$122.50 representing the filing fee and certified copy fee.

Please return a certified copy of the Articles in the overnight delivery envelope provided for this purpose. Thank you for your cooperation in this matter

Very truly yours,

BENSON, MOYLE & MUCCI

Mark J. Loterstein

Mark J. Loterstein
For the Firm

EFFECTIVE DATE
6-11-98

FILED
98 JUN 12 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJL/js
Enc.
cc: Albert Manning

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6/15/98
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ARTICLES OF INCORPORATION
OF
TILT MASTER, INC.

FILED
98 JUN 12 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is TILT MASTER, INC. whose principal place of business is One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

ARTICLE II

The period of duration of the corporation is perpetual.

EFFECTIVE DATE
6-11-98

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is c/o Benson, Moyle & Mucci, One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Mark J. Loterstein, Esquire.

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names

and addresses are:

Albert Manning
One Financial Plaza
Suite 1600
Fort Lauderdale, Florida 33394

Shanice Manning
One Financial Plaza
Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VII

The name and address of the incorporator is:

Mark J. Loterstein, Esquire Benson, Moyle & Mucci
One Financial Plaza
Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any

holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

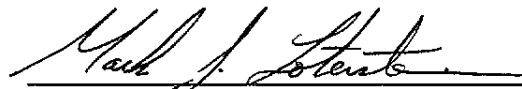
ARTICLE XI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 11th day of June, 1998, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

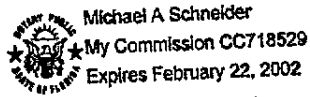
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 11th day of June, 1998.


MARK J. LOTERSTEIN, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft.
Lauderdale, in said County and State this 11th day of June, 1998.



Michael A. Schneider
Notary Public, State of Florida
Printed Name: Michael A. Schneider

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
98 JUN 12 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

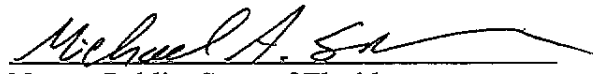
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq. who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1997) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


MARK J. LOTERSTEIN, ESQ.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 11TH day of June, 1998.

 Michael A. Schneider
My Commission CC718529
Expires February 22, 2002


Notary Public, State of Florida

Printed Name: Michael A. Schneider

My Commission Expires:

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