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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

070744001530 ACCT#:

FRIEDMAN CONTACT: PAM PHONE: (305)358-2571

FAX #: (305)358-7832

371-9598

NAME: TOC CORPORATION

AUDIT NUMBER..... 198000013560

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1998

ACE INDUSTRIES, INC.

SUBJECT: TOC CORPORATION

REF: W98000016689

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS TOC, INC., DOCUMENT NUMBER F95000003805.

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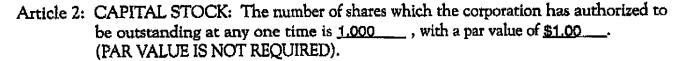
Michelle Milligan Document Specialist FAX Aud. #: E98000013560 Letter Number: 398A00038796

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: TOC INVESTMENTS, INC.

Address of Corporation: 365 GRECO AVENUE

CORAL GABLES, FL 33146



Article 3: REGISTERED AGENT: IAN STEWART

REGISTERED OFFICE: 365 GRECO AVENUE

CORAL GABLES, FL 33146

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

<u> 07 / 21 / 98</u>

Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.

- 1.
- 2.
- 3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

IAN STEWART

365 GRECO AVENUE

CORAL GABLES, FL 33146

In witness whereof, I have subscribed my name:

Signature of Incorporator

H98-13560

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571