

7/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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ACCT#: 070744001530

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371-9598

NAME: TOC CORPORATION

AUDIT NUMBER.....H98000013560

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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7-23-98



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 F96000003805.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: E98000013560
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98-13560

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Address of Corporation: 365 GRECO AVENUE
CORAL GABLES, FL 33146

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

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.

07 / 21 / 98
Date


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