

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Facsimile: 305-371-8759
E-Mail: pearson@hugheshubbard.com

John E. Pearson
305-379-5557

September 18, 1998

P98000084874

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32301

Re: Ting Ting, Inc.

Dear Sirs:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Department of State. Also enclosed is a check for \$122.50 as payment for the following:

- | | | |
|----|----------------------------|-----------------|
| 1. | Filing fee | \$ 35.00 |
| 2. | Registered agent fee | 35.00 |
| 3. | Certified copy of articles | 52.50 |
| | | <u>\$122.50</u> |

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****122.50 ****122.50

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed. Please call collect (305) 379-7224 if there are any questions or if you need additional information.

Very truly yours,

EFFECTIVE DATE

Diana Hernandez

9-29-98

Diana Hernandez
Secretary to John E. Pearson

~~W98-21745~~
DHC
10-2-98

(5)

~~2514~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Enc.

W6-MI982610.003

One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1300 I Street, N.W.
Washington, D.C.
20005-3306
202-408-3600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

JOHN E. PEARSON, ESQ.
HUGHES HUBBARD & REED LLP
201 S BISCAYNE BLVD.
MIAMI, FL 33131-4332

SUBJECT: TING TING, INC.
Ref. Number: W98000021745

We have received your document for TING TING, 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 198A00047928

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TEHLING, INC.

ARTICLE I

NAME

The name of this corporation is:

TEHLING, INC.

EFFECTIVE DATE
9-29-98

ARTICLE II

PRINCIPAL OFFICE

The street address and mailing address of this corporation's initial principal office is:
c/o Hughes Hubbard & Reed LLP, 201 South Biscayne Boulevard, Suite 2500, Miami, Florida
33131, Attention: John E. Pearson.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock, each at \$0.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent and registered office of this corporation shall be:

John E. Pearson
c/o Hughes Hubbard & Reed LLP
201 South Biscayne Boulevard, Suite 2500
Miami, Florida 33131

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of this corporation and his address is:

Michael C. Fong
Oceania Tower, Apt. 926
16445 Collins Avenue
Miami Beach, Florida 33160

ARTICLE VII

OFFICERS

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Michael C. Fong	President, Vice President, Treasurer and Secretary

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

John E. Pearson, Esq.
c/o Hughes Hubbard & Reed LLP
201 Biscayne Blvd., Suite 2500
Miami, Florida 33131

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

BYLAWS


The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal the Bylaws.

ARTICLE XI

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

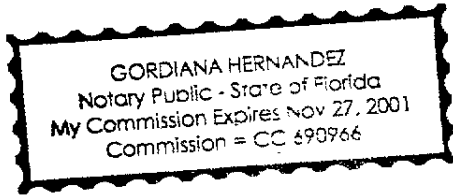
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 29th day of September, 1998.


John E. Pearson, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared John E. Pearson, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation of Tehling, Inc.

SWORN TO AND SUBSCRIBED before me this 27th day of September, 1998.



Gordiana Hernandez

Notary Public, State of Florida

FILED
98 OCT - 1 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Tehling, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 27th day of September, 1998.

John E. Pearson

John E. Pearson, Registered Agent