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NAME: TSF, INC.
AUDIT NUMBER.....H98000019442
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION
OF
TSF, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:
TSF, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS

3175 South Congress Avenue
Suite 301
Palm Springs, Florida 33461

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ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation is to exist perpetually, commencing at the time of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar par value common stock, which shall be designated "Common Stock".

Prepared by:
KENNETH B. CRENSHAW, Esq., F.B.#146340
3175 S. Congress Avenue, Suite 301
Palm Springs, Florida 33461
Telephone (561) 439-6100

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ARTICLE V - BOARD OF DIRECTORS

The Corporation shall have at least one Director initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but there shall never be less than one Director. The Names and street addresses of the initial Director is:

KENNETH B. CRENSHAW

3175 South Congress Avenue
Suite 301
Palm Springs, Florida 33461

ARTICLE VI - OFFICERS

The corporation shall have a President, Vice President, and Secretary and Treasurer; the election, powers, and duties of the officers are as provided in the Bylaws.

ARTICLE VII - PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

KENNETH B. CRENSHAW
3175 SOUTH CONGRESS AVENUE, SUITE 301
PALM SPRINGS, FLORIDA 33461

ARTICLE IX - INCORPORATOR

The name(s) and the street of the incorporator for these Articles of Incorporation is:

KENNETH B. CRENSHAW
3175 SOUTH CONGRESS AVENUE, SUITE 301
PALM SPRINGS, FLORIDA 33461

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The

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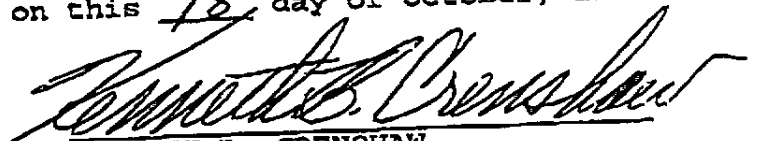
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price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a by-law of the Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of October, 1998.


KENNETH B. CRENSHAW

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

TSF, INC.

2. The name and address of the registered agent and office is:

Kenneth B. Crenshaw
3175 South Congress Avenue, Suite 301
Palm Springs, Florida 33461

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


KENNETH B. CRENSHAW

October 18, 1998
Date

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TALLAHASSEE, FLORIDA

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