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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

T.G. Management Group, Inc.

Certificate of Status	0
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Corporate Filing

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Articles of Incorporation 98 NOV 12 AM 7:42
for H98000021064
T. G. MANAGEMENT GROUP, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, as Incorporator for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I
Name of Corporation

The name of this corporation shall be **T. G. MANAGEMENT GROUP, INC.**

Article II
Purposes

The general nature of the business to be transacted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

Article III
Capital Stock

The corporation is authorized to issue 1,000,000 shares of Common Stock, in two classes/series, each share having a par value of \$0.01 per share. Of these 1,000,000 shares of Common Stock, 100,000 shares shall be designated as "Class A voting common shares" and 900,000 shares shall be designated as "Class B non-voting common shares."

The Class A voting common shares shall have exclusive voting rights on all matters. Each outstanding Class A voting common share is entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The holders of the Class B non-voting common shares shall have no right to vote, no right to participate in the management of this corporation, and no right to elect any director.

The corporation is authorized to issue 1,000,000 shares of Preferred Stock. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in one or more classes/series and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class/series and the preferences, limitations and relative rights of each class/series provided that each series of a class must be given a distinguishing designation and all shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class.

Robin A. Lukacs, Esquire
Lukacs & Lukacs, P.A.
1825 Coral Way
Miami, Florida 33145
(305) 856-9600

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Florida Bar Member 521787

Article IV Duration

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This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders entitled to vote but shall never be less than one. The name and address of the initial Director of this corporation is:

**Rafael P. Perez
5175 Southwest 62nd Avenue
Miami, Florida 33155**

Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the requisite number of Shareholders entitled to vote upon such action and same is filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

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**Article IX
Bylaw Amendment**

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The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a corporation.

**Article X
Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145**

**Article XI
Incorporator**

The name and address of the Incorporator is as follows:

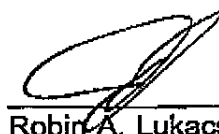
**Robin A. Lukacs
1825 Coral Way
Miami, Florida 33145**

**Article XII
Corporate Address**

The initial mailing address of the corporation is as follows:

**c/o 5175 Southwest 62nd Avenue
Miami, Florida 33155**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on 11-10-98.



Robin A. Lukacs, Incorporator

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IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.

By:


Robin A. Lukacs

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The preceding or attached instrument was acknowledged before me on 11-10-98,

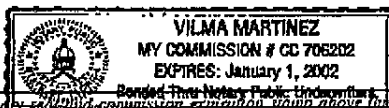
by ROBIN LUKACS

of _____

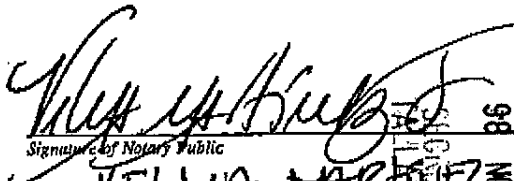
a _____ corporation, on behalf of the corporation.

He/She is personally known to me or has produced _____

as identification and did not take an oath



Place notary seal and commission expiration date above this line.



Signature of Notary Public
VILMA MARTINEZ-MESSINA

Print or Type Name of Notary Public

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